

## **FORM 51-102F3 MATERIAL CHANGE REPORT**

### **Item 1 Name and Address of Company**

Omega Pacific Resources Inc. (the “Company”)  
401 - 750 West Pender Street  
Vancouver, BC, V6C 2T7

### **Item 2 Date of Material Change**

April 28, 2023

### **Item 3 News Release**

The news release announcing the material change described herein has been sent for dissemination to Stockwatch and was filed on SEDAR on April 28, 2023.

### **Item 4 Summary of Material Change**

The Company issued 100,000 common shares pursuant to the Binding Letter Agreement dated August 10, 2022.

### **Item 5 Full Description of Material Change**

#### **5.1 Full Description of Material Change**

The Company issued 100,000 common shares pursuant to the Binding Letter Agreement dated August 10, 2022 (the “Agreement”) between John A. Chapman, Christopher R. Paul, Michael A. Blady and KGE Management Ltd., (collectively “the Optionor”), and the Company for the option to purchase the Lekcin Property (the “Property”), located in the Lillooet Mining Division, British Columbia.

Under the Agreement, the Company has the right to earn a 100% interest in the 2,436.93 hectares Property including five BCMTO claim tenures, as described more fully in the Agreement. The Company will earn a 100% interest in the Property, subject to a 2% NSR Royalty, by incurring \$1,035,000 in exploration expenditures, making payments of \$200,000 to the Optionor and issuing 1,000,000 common shares to the Optionor in installments on or before the fourth anniversary of the Agreement.

The first 100,000 common shares under the Agreement are to be issued within 10 days of listing on a stock exchange in Canada. On April 21, 2023 common shares of the Company began trading on the Canadian Stock Exchange.

The remaining common shares under the Agreement are scheduled to be issued as follows: 100,000 on the first anniversary from the date of the Agreement; 200,000 on the second anniversary from the date of the Agreement; 200,000 on the third anniversary from the date of the Agreement; 400,000 on the fourth anniversary from the date of the Agreement. In addition, the Optionor will receive an additional 500,000 common shares on the confirmation of a resource on the Property and an additional 500,000 common shares upon a decision by the Company to produce minerals from the Property.

The securities issued pursuant to the Agreement will be subject to a hold period under applicable securities laws, which will expire four months plus one day from the date of the issuance.

The full text of the Agreement is available under the profile of the Company on [www.sedar.com](http://www.sedar.com).

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

### **Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

### **Item 7 Omitted Information**

Not applicable.

### **Item 8 Executive Officer**

Sheri Rempel, Chief Financial Officer  
Telephone: 604-428-7050

### **Item 9 Date of Report**

May 2, 2023.