

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

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

April 30, 2024

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Stockwatch on April 30, 2024.

Item 4 Summary of Material Change

The Company announced that it has completed the first phase of payments to earn up to a 100% interest in the Williams Copper-Gold Project.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See the attached news release for a full description of the material change.

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, CFO
Telephone: (604) 428-7050

Item 9 Date of Report

May 9, 2024



OMEGA PACIFIC COMPLETES OPTION PAYMENT FOR WILLIAMS PROPERTY

Vancouver, British Columbia, April 30, 2024 – Omega Pacific Resources Inc. (“**Omega**” or the “**Company**”) (CSE: OMGA) is pleased to announce that the Company has completed the first phase of payments to earn up to a 100% interest in the Williams Copper-Gold Project (the “Property”).

As reported in a news release dated March 1, 2024, the Company entered into a definitive option agreement (the “Agreement”) to acquire up to a 100% interest in the Property. In accordance with the Agreement, the Company has made the first cash payment of \$1,000,000 and 3,000,000 shares to Copaur Minerals Inc. (the “Optionor”). In addition to these payments, the Company must also incur exploration expenditures totaling \$3,000,000 to earn a 51% interest in the Property. Omega is currently planning an exploration program for the Williams Project during the 2024 exploration season and will report on details of the program once finalized.

About Omega Pacific

Omega Pacific is a mineral exploration company focused on the development of mineral projects containing base and precious metals. The Company recently acquired an option to earn a 100% interest in the Williams Property, located in the Toodoggone region of the Golden Horseshoe. The Golden Horseshoe is a prolific and proven area of British Columbia known to host many gold, copper and silver deposits. The Company also holds an option on the Lekcin Property, located 120 km east of Vancouver, BC.

For further information, please contact:

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Cautionary Statement

Certain statements contained in this press release constitute forward-looking information under the provisions of Canadian securities laws including statements about the Company’s plans. Such statements are necessarily based upon a number of beliefs, assumptions, and opinions of management on the date the statements are made and are subject to numerous risks and uncertainties that could cause actual results and future events to differ materially from those anticipated or projected. The Company undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors should change, except as required by law.

Neither the CSE nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.