

FORM 51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Omega Pacific Resources Inc. (the “Company”)
888-700 West Georgia Street
Vancouver, BC, 7Y 1G5

Item 2 Date of Material Change

November 4, 2024

Item 3 News Release

The news release, attached hereto as Schedule “A” announcing the material change described herein was disseminated by Accesswire on November 5, 2024 and was filed on SEDAR November 12, 2024.

Item 4 Summary of Material Change

The Company announced the appointment of John Williamson to its Board of Directors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

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

Jason Leikam, Chief Executive Officer
Telephone: +1 (778) 858-8085

Item 9 Date of Report

November 15, 2024.

Schedule A



Omega Pacific Adds John Williamson as Independent Director

Vancouver, BC / Nov 5, 2024 - Omega Pacific Resources Inc. (CSE:OMGA, OTCQB:OMGPF, FSE:Q0F) ("Omega Pacific" or the "Company") is pleased to welcome Mr. John Williamson, P.Geol., to the Company's Board of Directors as an independent director.

Over his 35-year career, Mr. Williamson has collaborated with and led industry geoscientists and capital markets professionals on numerous successful ventures, raising nearly \$1 billion in capital for the exploration and mining of base and precious metals projects, including the discovery and/or growth of at least 10 million ounces of gold on 3 continents. He has served as founder, Chairman, President, CEO, CFO or Director of companies with operations in North and South America, Africa and Australia. On more than one occasion his teams' efforts have been recognized for excellence by being named to the TSX Venture 50™.

Of particular interest to Omega Pacific Resources shareholders, Mr. Williamson was the architect of Thesis Gold, formerly Benchmark Metals Inc. where he was the co-founder, Chairman and CEO until 2023. Thesis' Lawyers-Ranch Project is located in the Toadoggone District of British Columbia, approximately 50km from the Williams Property.

Jason Leikam, Omega Pacific CEO, states, "On behalf of the Board of Directors, I am delighted to welcome Mr. Williamson to our team. His extensive experience in resource development, particularly his success with exploration projects in BC's Toadoggone District, makes him an invaluable addition to our Board. We are eager for his input and guidance as we refine our strategic approach to the Williams Property. Mr. Williamson's proven ability to identify high-potential opportunities and attract investment capital will be instrumental in building a premier asset in the Golden Horseshoe. His expertise positions Omega Pacific for both immediate and sustained growth."

About Omega Pacific

Omega Pacific is a mineral exploration company focused on the development of mineral projects containing base and precious metals. The Company is actively exploring its British Columbia located properties and continues to evaluate assets globally for further acquisitions.

For more information, please contact:

Omega Pacific Resources Inc.

Jason Leikam, Chief Executive Officer & Director

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Cautionary Statement



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

This press release contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding the use of proceeds from the Company’s financings and the future plans or prospects of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements are necessarily based upon a number of assumptions that, while considered reasonable by management, are inherently subject to business, market, and economic risks, uncertainties, and contingencies that may cause actual results, performance, or achievements to be materially different from those expressed or implied by forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Other factors which could materially affect such forward-looking information are described in the risk factors in the Company’s management’s discussion and analysis, which is available on the Company’s profile on SEDAR+ at www.sedarplus.ca. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.