

**Form 51-102F3**

**Material Change Report**

**Item 1 Name and Address of Company**

Golden Rapture Mining Corporation  
804 Barnes Link SW  
Edmonton, Alberta T6W 1E7

**Item 2 - Date of Material Change**

June 3, 2024

**Item 3 News Release**

A news release was issued and disseminated to the markets on June 3, 2024 through the services of The NewsWire and was subsequently filed on SEDAR+ ([www.sedarplus.com](http://www.sedarplus.com)).

**Item 4 Summary of Material Change**

The Company announced that it completed a private placement offering of (the “Private Placement”) of (i) 50,000 FT Units at a price of \$0.25 per FT Unit, and (ii) 642,012 NFT Units at a price of \$0.18 per NFT Unit. See attached Schedule “A” for full details of the Private Placement.

**Item 5 Full Description of Material Change**

See attached news release dated June 3, 2024 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**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**

The following senior officer of the Company is knowledgeable about the material change and this report:

Richard Rivet, Chief Executive Officer

Email: [goldenrapture@outlook.com](mailto:goldenrapture@outlook.com)

Phone: 780-885-9385

**Item 9 Date of Report**

June 3, 2024.

Schedule "A"

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR

DISSEMINATION IN THE UNITED STATES

GOLDEN RAPTURE MINING CORPORATION

804 Barnes Link SW

Edmonton, Alberta

**Golden Rapture Announces Intention to Complete Private Placement of Flow Through Units ("FT Units") and Non-Flow Through Units ("NFT Units") on June 3, 2024**

Edmonton, Alberta June 3, 2024: Golden Rapture Mining Corporation (the "Company" or "Golden Rapture") (CSE: GLDR) is pleased to announce that it has completed a non-brokered private placement on June 3, 2024 (the "Private Placement") of (i) 50,000 FT Units at a price of \$0.25 per FT Unit, and (ii) 642,012 NFT Units at a price of \$0.18 per NFT Unit.

Each FT Unit consisted of one common share of the Company issued on a flow-through basis under the Income Tax Act (Canada) and one-half of one common share purchase warrant of the Company (each whole warrant, a "FT Warrant"). Each FT Warrant will entitle the holder to acquire one common share of the Company at an exercise price of \$0.35 per share for a period for 36 months from June 3, 2024.

Each NFT Unit consisted of one non-flow-through common share of the Company and one common share purchase warrant of the Company (each whole warrant, a "NFT Warrant"). Each NFT Warrant will entitle the holder to acquire one common share of the Company at an exercise price of \$0.25 per share for a period for 36 months from June 3, 2024.

A total of 692,012 Common Shares of the Company, and a total of 642,012 NFT Warrants and 25,000 FT Warrants, were issued in connection with this Private Placement. **As of the date of this press release and following the Private Placement, the number of issued and outstanding Common Shares of the Company following the Private Placement is 24,146,871 Common Shares.** The common shares of the Company were listed on the Canadian Securities Exchange on March 8, 2024, began trading on March 12, 2024 under the symbol "GLDR".

No compensation or finders fees were payable pursuant to this Private Placement. There was no insider participation in this Private Placement, with no new insider control position created, nor any materially affect on control of the Company.

The Company intends to use the proceeds of the Private Placement for exploration and development of the Company's mineral property interests in NW Ontario, Canada, and for general working capital purposes. The gross proceeds from the issuance of all flow-through shares will be used to incur Canadian Exploration Expenses ("CEE"), which will be mostly sampling and drilling and the non-flow-through units for general and administrative costs and unallocated working capital.

The offered securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any applicable state securities laws and may not be offered or sold in the United States or to "U.S. persons", as such term is defined in Regulation S under the U.S. Securities Act, absent such registration or an applicable exemption from such

registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy the offered securities in any jurisdiction.

### **About Golden Rapture Mining Corporation**

Golden Rapture Mining Corporation is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Phillips Township Gold Property.

On behalf of the Corporation  
Richard Rivet, Chief Executive Officer.

For further information, please contact:  
Richard Rivet, Chief Executive Officer  
Email: [goldenrapture@outlook.com](mailto:goldenrapture@outlook.com)  
Phone: 780-885-9385  
<https://goldenrapturemining.com/>

#### Forward-Looking Statements:

This news release includes certain forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding future capital expenditures, anticipated content, commencement, and cost of exploration programs in respect of the Corporation's projects and mineral properties, anticipated exploration program results from exploration activities, resources and/or reserves on the Corporation's projects and mineral properties, and the anticipated business plans and timing of future activities of the Corporation, are forward-looking statements. Although the Corporation believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Often, but not always, forward looking information can be identified by words such as "pro forma", "plans", "expects", "will", "may", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof, and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, statements as to the anticipated business plans and timing of future activities of the Corporation, including the Corporation's proposed expenditures for exploration work on its properties, the ability of the Corporation to obtain sufficient financing to fund its business activities and plans, delays in obtaining governmental and regulatory approvals (including of the Canadian Securities Exchange), permits or financing, changes in laws, regulations and policies affecting mining operations, the Corporation's limited operating history, currency fluctuations, title disputes or claims, environmental issues and liabilities, as well as those factors discussed under the heading "Risk Factors" in the Corporation's prospectus dated December 14, 2024 and other filings of the Corporation with the Canadian Securities Authorities, copies of which can be found under the Corporation's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Readers are cautioned not to place undue reliance on forward-looking statements. The Corporation undertakes no obligation to update any of the forward-looking statements in this presentation or incorporated by reference herein, except as otherwise required by law.