

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Amaroq Minerals Ltd. ("**Amaroq**" or the "**Company**")
One First Canadian Place, Suite 3400
Toronto, Ontario, Canada, M4X 1A4

Item 2 **Date of Material Change**

December 3, 2024 and December 4, 2024

Item 3 **News Release**

News releases with respect to the material change referred to in this report were issued by Amaroq on December 3, 2024 (the "**Launch Announcement**") and December 4, 2024 (together with the Launch Announcement, the "**Announcements**") through the facilities of GlobeNewswire and filed on the System for Electronic Data Analysis and Retrieval + (SEDAR+).

Item 4 **Summary of Material Change**

On December 3, 2024, Amaroq, an independent mining company with a substantial land package of gold and strategic mineral assets in Southern Greenland, announced its intention to conduct a placing and subscription of new common shares (the "**Common Shares**") to raise gross proceeds of approximately C\$35.6 million (equivalent to approximately £20.0 million or ISK 3.5 billion) (the "**Fundraising**") at a price of C\$1.53 (86 pence, ISK151) per Common Share (the "**Placing Price**"), with the net proceeds being used to further strengthen the Company's working capital position whilst Nalunaq is in the commissioning phase and accelerate growth opportunities across the Company's portfolio of assets in Greenland.

On December 4, 2024, Amaroq announced the results of the bookbuild for the Fundraising, including an increase in the total proceeds to be raised under the Fundraising. A total of 32,034,664 Common Shares were conditionally placed with new and existing institutional investors at the Placing Price, raising gross proceeds of approximately C\$48.9 million (£27.5 million or ISK 4.8 billion). The net proceeds raised in excess of the initially targeted C\$35.6 million (equivalent to approximately £20.0 million or ISK 3.5 billion) will be used to accelerate growth opportunities across the Company's portfolio of assets in Greenland and further bolster the Company's working capital position

Item 5.1 **Full Description of Material Change**

Amaroq, an independent mining company with a substantial land package of gold and strategic mineral assets in Southern Greenland, announced its intention to conduct a placing and subscription of new Common Shares with the net proceeds being used to further strengthen the Company's working capital position whilst Nalunaq is in the

commissioning phase and accelerate growth opportunities across the Company's portfolio of assets in Greenland. A total of 32,034,664 Common Shares were conditionally placed with new and existing institutional investors at the Placing Price, raising gross proceeds of approximately C\$48.9 million (£27.5 million or ISK 4.8 billion).

The Fundraising will consist of:

- a proposed placing of new Common Shares (the "**UK Placing Shares**") with new and existing institutional investors (the "**UK Placing**"), at the Placing Price;
- a proposed placing of new depositary receipts representing new Common Shares (the "**Icelandic Placing Shares**") with new and existing qualified investors, as defined in Article 2(e) of the EU Prospectus Regulation (the "**Icelandic Placing**"), at the Placing Price. Landsbankinn hf. ("Landsbankinn") has agreed to underwrite up to C\$17.8 million (equivalent to £10 million and ISK 1.8 billion) as part of the Fundraising; and
- a proposed private placement of new Common Shares (the "**Canadian Subscription Shares**", together with the UK Placing Shares and the Icelandic Placing Shares, the "**Fundraising Shares**") by certain institutional investors and directors of the Company at the Placing Price (the "**Canadian Subscription**"). The Directors have committed to subscribe for approximately C\$2.85 million in the Fundraising.

The Fundraising will be affected pursuant to the Company's existing authorities to allot equity securities and therefore no General Meeting will be required.

Net proceeds from the Fundraising will be used for:

- working capital flexibility to progress growth investment opportunities while Nalunaq goes through ramp-up;
- further resource drilling at Nalunaq with the intention to expand the resource and provide mining flexibility;
- further exploration drilling at Nanoq to define resource potential and the development opportunity;
- investments in mining equipment, other facilities and green energy production to further optimise operations at Nalunaq;
- advancing the Company's strategic minerals business, alongside JV partners, with further targeted exploration; and
- additional working capital.

Details of the Fundraising

Panmure Liberum Limited ("**Panmure Liberum**") is acting as nominated adviser, joint bookrunner and joint broker, alongside Canaccord Genuity Limited ("**Canaccord**") who is also acting as joint bookrunner and joint broker (together the "**UK Joint Bookrunners**"), on the UK Placing;

Landsbankinn, Acro verðbréf hf ("**Acro**") and Fossar fjárfestingarbanki hf. ("**Fossar**") (together the "**Icelandic Banks**") are acting as joint bookrunners on the Icelandic Placing and Landsbankinn is acting as underwriter;

In relation to the UK Placing:

- the UK Placing will be conducted through an accelerated bookbuild process (the "**Bookbuild**") to be conducted by the UK Joint Bookrunners, which launched immediately following the release of the Launch Announcement and was made available to eligible institutional investors subject to the terms and conditions set out in Appendix 1 to the Launch Announcement. The Bookbuild closed on December 4, 2024;
- the UK Placing is subject to the terms and conditions set out in Appendix 1 to the Launch Announcement; and
- the UK Placing is conditional, amongst other things, upon the Icelandic Placing not having been terminated prior to admission of the Fundraising Shares to trading on the AIM market of London Stock Exchange plc ("**AIM**") and the receipt of conditional approval from the TSX Venture Exchange (the "**TSX-V**") for the listing of the Fundraising Shares.

In relation to the Icelandic Placing:

- Landsbankinn agreed to underwrite the Fundraising by up to £10 million, guaranteeing to the Company participation in the Fundraising, in the maximum amount of £20 million, with the commitment to procure subscribers or itself subscribe for new Common Shares to be delivered as depositary receipts amounting to an amount equal to the difference between £10 million and £20 million, or its equivalent in ISK.
- The Icelandic Placing Shares were offered to a limited number of specifically invited persons only, all of them being EEA Qualified Investors, and were not offered in such a way as to require any prospectus or other offering document to be published pursuant to (the EU Prospectus Regulation). The Company published a Supplementary Prospectus on 21 February 2024, consisting of a Supplement to the Registration Document dated 12 September 2023 and a Securities Note, along with a Summary. Application will be made to Nasdaq Iceland hf. for admission to trading of the Company's depositary receipts representing the Fundraising Shares. Pursuant to Article 1(5)(a) of the EU Prospectus Regulation the admission to trading of the depositary receipts by Nasdaq Iceland hf. does not require publication of prospectus or supplementary prospectus.
- Placees' commitments were made solely on the basis of publicly available information and any Exchange Information previously published by or on behalf

of the Company simultaneously with or prior to the date of the Launch Announcement and subject to any further terms set forth in the contract note sent to individual Placees.

Sources and Uses of Proceeds

The net use of proceeds from the Fundraising will be to help the Company strengthen its working capital position whilst Nalunaq is in commissioning phase and accelerate growth opportunities within the Company's portfolio of assets in Greenland in Greenland. More specifically, the net proceeds from the Fundraising will be to fund further resource drilling at Nalunaq to expand resource and provide mining flexibility, further exploration drilling at Nanoq to define resource potential and the development opportunity, investments in mining equipment, other facilities and green energy production to further optimise operations in Nalunaq, and advancement of the Company's strategic portfolio, alongside JV partners with further target exploration, and to provide additional working capital.

Bookbuild

Panmure Liberum is acting as nominated adviser, joint bookrunner and joint broker on the UK Placing, alongside Canaccord which is also acting as joint bookrunner and joint broker. Landsbankinn, Acro and Fossar are acting as joint bookrunners on the Icelandic Placing and Landsbankinn is acting as underwriter.

The Bookbuild for the UK Placing launched immediately following the release of the Launch Announcement. The Bookbuild closed on December 4, 2024.

The UK Placing is subject to the terms and conditions set out in Appendix 1 to the Launch Announcement.

A total of 32,034,664 Fundraising Shares were conditionally placed with new and existing institutional investors at the Placing Price.

By choosing to participate in the UK Placing and by making an oral and legally binding offer to acquire UK Placing Shares, investors will be deemed to have read and understood the Launch Announcement in its entirety (including the Appendices) and to be making such offer on the terms and subject to the conditions of the UK Placing contained therein, and to be providing the representations, warranties and acknowledgements contained in Appendix 1 to the Launch Announcement.

Applications will be made for admission of the Fundraising Shares to trading on (a) AIM; (b) the Nasdaq Iceland Main Market (the "**Icelandic Exchange**"); and (c) the TSX-V, with listing subject to the conditional approval of the TSX-V and the Company satisfying all of the requirements of the TSX-V. It is currently expected that admission will become effective, and that dealings in the Fundraising Shares will commence on AIM, at 8.00 a.m. GMT on 16 December 2024, on the Icelandic Exchange at 9.30 a.m. UTC on 16 December 2024 and on the TSX-V at 9:30 a.m. ET on 16 December 2024 (or in each case such other date as may be agreed between the Company and the UK Joint Bookrunners).

Related Party Transaction

Amaroq director, Eldur Olafsson, intends to participate in the Canadian Subscription, acquiring a total of 582,690 new common shares representing gross proceeds of approximately C\$0.89 million (£0.50 million, ISK 88.2 million) via Vatnar hf.. Following admission, Eldur Olafsson will be interested in a total of 10,084,863 common shares in the capital of the Company, representing approximately 2.5 per cent. of the Company's enlarged issued share capital.

Amaroq director, Sigurbjorn Thorkelsson, also intends to participate in the Canadian Subscription, acquiring a total of 1,165,382 new common shares representing gross proceeds of approximately C\$1.78 million (£1.00 million, ISK 176.4 million) via Klettar fjarfestingar ehf.. Following admission, Sigurbjorn Thorkelsson will be interested in a total of 12,037,640 common shares in the capital of the Company, representing approximately 3.0 per cent. of the Company's enlarged issued share capital.

Amaroq director, David Neuhauser, also intends to participate in the Canadian Subscription, acquiring a total of 116,538 new common shares representing gross proceeds of approximately C\$0.18 million (£0.10 million, ISK 17.6 million) via Livermore Strategic Opportunities LP. Following admission, David Neuhauser will be interested in a total of 14,738,462 common shares in the capital of the Company, representing approximately 3.7 per cent. of the Company's enlarged issued share capital.

As such, the Canadian Subscriptions will constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**") and within the meaning of Policy 5.9 of the TSX-V rules.

Related party transactions require the Company to obtain a formal valuation and minority shareholder approval unless exemptions from these requirements are available under applicable Canadian securities laws. With respect to the Canadian Subscription, the Company is relying on the exemption from the formal valuation requirements and minority approval requirements in sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as the fair market value of the securities distributed to, and the consideration received from, interested parties does not exceed 25% of the Company's market capitalization. The Company did not file a material change report at least 21 days prior to the expected closing of the Canadian Subscription as participation of the insiders had not been confirmed at that time and the Company wishes to close on an expedited basis for business reasons.

Unless stated otherwise, all amounts are based on GBP:ISK of 176.00 and GBP:C\$ of 1.7781 as at 2 December 2024.

Item 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

For further information please contact:

Eldur Olafsson
Executive Director and Chief Executive Officer
+354 665 2003

Item 9 Date of Report

December 11, 2024

Forward-Looking Information

The Announcements and this document include statements that are, or may be deemed to be, "forward-looking statements". In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "aims", "anticipates", "believes", "could", "envisages", "estimates", "expects", "intends", "may", "plans", "projects", "should", "targets" or "will" or, in each case, their negative or other variations or comparable terminology. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future and factors which are beyond the Company's control. The actual results, performance or achievements of the Company or developments in the industry in which the Company operates may differ materially from the future results, performance or achievements or industry developments expressed or implied by the forward-looking statements contained in the Announcements and this document. The forward-looking statements contained in the Announcements and this document speak only as at the date thereof. The Company undertakes no obligation to update or revise publicly the forward-looking statements contained in the Announcements or this document, except as required in order to comply with its legal and regulatory obligations.