

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

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

1844 Resources Inc. (the “Company” or “1844”)  
Suite 602, 224 - 4th Avenue South  
Saskatoon, Saskatchewan S7K 5M5

**Item 2. Date of Material Change**

November 23, 2022

**Item 3. News Release**

News Release dated November 23, 2022 was disseminated via Globenewswire and filed on SEDAR on November 23, 2022.

**Item 4. Summary of Material Change**

On November 23, 2020, the Company announced that it had closed its previously announced best efforts public offering of 10,164,000 common shares in the capital of the Company (the “Common Shares”) at a price of \$0.05 per Common Share for aggregate gross proceeds of \$508,200 (the “Offering”).

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

**5.1 Full Description of Material Change**

On November 23, 2020, the Company announced that it had closed the Offering for aggregate gross proceeds of \$508,200.

The Offering was conducted by Leede Jones Gable Inc. as sole agent and book runner. On closing of the Offering, the Company issued 813,120 non-transferable compensation options (the “Agent’s Options”), with each Agent’s Option entitling the holder to purchase one Common Share at a price of \$0.05 per Common Share for 36 months from the date of issuance. In connection with the Offering, the Company also paid a cash commission of \$40,565, being 8.0% of the gross proceeds of the Offering, and a corporate finance fee of \$25,000.

The Company intends to use the net proceeds from the Offering for ongoing exploration expenditures on the Company’s properties and for general corporate purposes.

The Offering was completed by way of a short form prospectus filed in each of the Provinces of British Columbia, Alberta, Saskatchewan, Ontario and Québec. The Common Shares offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This report will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the Common Shares in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

**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**

None.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Sylvain Laberge, President and Chief Executive Officer, telephone: 514-702-9841.

**Item 9. Date of Report**

DATED at Vancouver, British Columbia, this 28<sup>th</sup> day of November, 2022.