

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

**ITEM 1 – NAME AND ADDRESS OF COMPANY**

Gotham Resource Corp. (the “**Corporation**”)  
2500 – 700 West Georgia Street  
Vancouver, BC V7Y 1B3

**ITEM 2 – DATE OF MATERIAL CHANGE**

August 16, 2021

**ITEM 3 – NEWS RELEASE**

The Corporation issued a news release relating to the material change on August 16, 2021 which was disseminated through Canada Stockwatch and filed on SEDAR with the securities commissions of British Columbia, Alberta and Ontario.

**ITEM 4 – SUMMARY OF MATERIAL CHANGE**

The Corporation completed its initial public offering of common shares through its agent, Haywood Securities Inc. (the “**Agent**”). The Corporation issued 4,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$400,000. In connection with the initial public offering, the Agent received a cash commission of \$32,000 equal to 8% of the gross proceeds of the initial public offering. The Corporation also granted warrants to the Agent and its selling agents entitling the holders to purchase up to an aggregate of 320,000 Common Shares at a price of \$0.10 per Common Share until August 16, 2023, being 24 months from the listing of the Common Shares on the Exchange subject to acceleration at the option of the Corporation in the event that the 10-day volume weighted average trading price of the Common Shares as traded on the Exchange exceeds \$0.50 for a period of 10 consecutive days. In addition, the Agent was paid a corporate finance fee of \$15,000 plus applicable sales tax in connection with the initial public offering.

**ITEM 5 – FULL DESCRIPTION OF MATERIAL CHANGE**

See attached news release.

**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 executive officer of the Corporation is knowledgeable about the material change and this Report:

Chase Taylor-Robins, Chief Executive Officer at 2500 - 700 West Georgia Street, Vancouver, British Columbia V7Y 1B3  
Telephone: (604) 764-7093

**ITEM 9 – DATE OF REPORT**

August 16, 2021

**GOTHAM RESOURCE CORP.**

2500 – 700 West Georgia Street

Vancouver, B.C. V7Y 1B3

Telephone: (604) 363-7742

NEWS RELEASE

**GOTHAM RESOURCE CORP. COMPLETES INITIAL PUBLIC OFFERING**

**August 16, 2021** – Gotham Resource Corp. (the “**Corporation**”), a capital pool company, (TSX-V: GHM.P) is pleased to announce that it has completed its initial public offering (the “**Initial Public Offering**”) of common shares (“**Common Shares**”) of the Corporation through its agent, Haywood Securities Inc. (the “**Agent**”). The Corporation issued 4,000,000 Common Shares at a price of \$0.10 per share for gross proceeds of \$400,000.

Following completion of the Initial Public Offering, the Corporation has 16,250,000 Common Shares issued and outstanding, of which 10,000,000 are subject to escrow in accordance with the policies of the TSX Venture Exchange (the “**Exchange**”) and 2,250,000 are subject to voluntary pooling restrictions. The Corporation has an aggregate of 1,625,000 stock options outstanding, all of which have been granted to directors of the Corporation, with each such option exercisable to acquire one Common Share at a price of \$0.10 until August 16, 2031.

In connection with the Initial Public Offering, the Agent received a cash commission of \$32,000 equal to 8% of the gross proceeds of the Initial Public Offering. The Corporation also granted warrants to the Agent and its selling agents entitling the holders to purchase up to an aggregate of 320,000 Common Shares at a price of \$0.10 per Common Share until August 16, 2023, being 24 months from the listing of the Common Shares on the Exchange, subject to acceleration at the option of the Corporation in the event that the 10-day volume weighted average trading price of the Common Shares as traded on the Exchange exceeds \$0.50 for a period of 10 consecutive days. In addition, the Agent was paid a corporate finance fee of \$15,000 plus applicable taxes and disbursements in connection with the Initial Public Offering.

The board of directors of the Corporation consists of Chase Taylor-Robins, James Paterson, Jay Sujir and John Robins. Mr. Taylor-Robins also acts as CEO of the Corporation and Mr. Paterson acts as CFO and Corporate Secretary of the Corporation.

The Common Shares of the Corporation were listed on the Exchange at market open on August 16, 2021 and halted pending completion of the Initial Public Offering. The Corporation expects its Common Shares to resume trading under the symbol GHM.P on August 18, 2021.

The net proceeds of the Initial Public Offering, together with the proceeds from prior sales of Common Shares, will be used by the Corporation to identify and evaluate assets or businesses for acquisition with a view to completing a “Qualifying Transaction” under the capital pool company program pursuant to Policy 2.4 of the Exchange, pursuant to which the Corporation has 24 months to identify and close a Qualifying Transaction. Investors are cautioned that trading in the securities of a capital pool company should be considered highly speculative.

**FOR FURTHER INFORMATION PLEASE CONTACT:**

Chase Taylor-Robins, CEO of Gotham Resource Corp.

Telephone: (604) 764-7093

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This news release contains certain statements that may be deemed “forward-looking statements” with respect to the Corporation within the meaning of applicable securities laws, which reflect the expectations of management regarding the Corporation’s listing of its common shares on the TSX Venture Exchange. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. Although the Corporation believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, are subject to risks and uncertainties, and actual results or realities may differ materially from those in the forward-looking statements. Forward-looking statements are based on the reasonable beliefs, estimates and opinions of the Corporation’s management on the date the statements are made. Except as required by law, the Corporation undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors, should change.*