

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Fiddlehead Resources Corp. (“**Fiddlehead**” or the “**Company**”)
Suite 1000, 250 2nd Street SW
Calgary, AB T2P 0C1

Item 2 Date of Material Change

September 12, 2024

Item 3 News Release

The news release was disseminated on September 16, 2024 through Cision.

Item 4 Summary of Material Change

Fiddlehead announced its continuance from British Columbia into Alberta.

Item 5.1 Full Description of Material Change

Fiddlehead announced that it has completed the continuance of the Company to the Province of Alberta under the *Business Corporation's Act* (Alberta) from the Province of British Columbia under the *Business Corporations Act* (British Columbia) (the "**Continuance**") and the adoption of new articles of continuance effective as of September 12, 2024 (the "**Articles**"). The Continuance was approved by the shareholders at the Annual General and Special Meeting of Shareholders held on July 31, 2024. Copies of the certificate of continuance and the Articles will be filed under the Company's profile at www.sedarplus.ca. Shareholders are not required to take any action in connection with the continuance.

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

No significant facts remain confidential in, or no information has been omitted from, this report.

Item 8 Executive Officer

For more information, please contact Brent Osmond, CEO and Chairman
Telephone: (403) 999-8511

Item 9 Date of report:

September 18, 2024