

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Infinitum Copper Corp. (the “**Company**”)
410 – 325 Howe Street
Vancouver, BC V6C 1Z7

2. Date of Material Change

June 6, 2024

3. News Release

On June 7, 2024, the Company issued a news release through the facilities of Newsfile Corp. and subsequently filed under the Company’s profile on SEDAR+.

4. Summary of Material Change

The Company announced that it has closed its previously announced non-brokered private placement financing consisting of 11,250,000 units (the “**Units**”) at a price of \$0.04 per Unit for gross proceeds of \$450,000 (the “**Offering**”). Each Units consists of one common share (“**Common Share**”) of the Company and one Common Share purchase warrant entitling the holder to purchase one Common Share at a price of \$0.06 for a period of three (3) years from closing of the Offering.

5. Full Disclosure of Material Change

5.1 Full Description of Material Change

The Company announced that it has closed the Offering.

Completion of the Offering is subject to all necessary approvals, including the approval of the TSX-Venture Exchange (the “**TSX-V**”). The Offering included subscriptions from certain insiders of the Company. The issuance of Units to certain insiders, pursuant to the Offering, is considered a related party transaction within the meaning of TSX-V Policy 5.9 and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI-61-101**”). The Company relied on exemptions from the formal valuation and minority approval requirements in Sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of these related party transactions on the basis that the fair market value (as determined under MI 61-101) of the transactions do not, in aggregate, exceed 25% of the market value of the Company.

No finders’ fees were paid in connection with the Offering.

5.2 Restructuring Transaction

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

For further information, contact:

Matt Hudson, President and Chief Executive Officer
matt@infinitemcopper.com

9. Date of Report

June 11, 2024