

**Form 51-102F3**  
***Material Change Report***

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

Xplore Resources Corp. (the “Company”)  
200 Burrard Street, Suite 1615  
Vancouver, BC, V6C 3L6

**Item 2. Date of Material Change**

June 18, 2024

**Item 3. News Release**

News release dated June 19, 2024, was disseminated via Newsfile.

**Item 4. Summary of Material Change**

The Company announced the appointment of a new director and the closing of a previously announced acquisition agreement.

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

**Item 5.1 Full Description of Material Change**

John Newell was appointed a director of the Company.

The Company closed the Surge North property transaction announced in its June 6, 2024 news release. The Company issued 1,500,000 common shares and paid \$75,000 to the vendor of the property. The vendor retains a 2% NSR on the property, half of which can be purchased by the Company at any time for \$750,000.

**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**

Dominic Verdejo, Chief Executive Officer – telephone: 604-678-5308

**Item 9. Date of Report**

June 19, 2024