

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

**Item 1            Name and Address of Company**

AADirection Capital Corp. (the “**Company**”)  
2110 28<sup>th</sup> Street  
West Vancouver, BC, V7V 4M3

**Item 2            Date of Material Change**

October 18, 2023

**Item 3            News Release**

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Accesswire on October 19, 2023, and a copy was subsequently filed on SEDAR.

**Item 4            Summary of Material Change**

Further to conditional acceptance received from the TSX Venture Exchange (the “**Exchange**”) with respect to AADirection Capital Corp.’s (the “**Company’s**”) previously announced qualifying transaction (“**Qualifying Transaction**” announced February 2, 2023) with Centenario Gold Corp. (“**Centenario**”), Centenario has closed a subscription receipt financing of 11,703,672 subscription receipts of Centenario (the “**Subscription Receipts**”) at a price of \$0.15 per Subscription Receipt for aggregate gross proceeds of \$1,755,550.80 (the “**Offering**”). The closing of this Offering satisfies a key financing condition precedent of the Exchange in order for the parties to close the Qualifying Transaction. The Offering proceeds are currently being held in escrow pending conversion (“**Conversion**”) of the Subscription Receipts..

**Item 5            Full Description of Material Change**

**Item 5.1          Full Description of Material Change**

Further to conditional acceptance received from the TSX Venture Exchange (the “**Exchange**”) with respect to AADirection Capital Corp.’s (the “**Company’s**”) previously announced qualifying transaction (“**Qualifying Transaction**” announced February 2, 2023) with Centenario Gold Corp. (“**Centenario**”), Centenario has closed a subscription receipt financing of 11,703,672 subscription receipts of Centenario (the “**Subscription Receipts**”) at a price of \$0.15 per Subscription Receipt for aggregate gross proceeds of \$1,755,550.80 (the “**Offering**”). The closing of this Offering satisfies a key financing condition precedent of the Exchange in order for the parties to close the Qualifying Transaction. The Offering proceeds are currently being held in escrow pending conversion (“**Conversion**”) of the Subscription Receipts.

Upon the satisfaction of all remaining conditions of the Exchange and the parties (the “**Escrow Release Conditions**”) with respect to closing the Qualifying Transaction, each Subscription Receipt will automatically convert, without payment of additional consideration or further action by the holder thereof, into one Centenario unit (each, a “**Unit**”). Each Unit shall be comprised of one common share (each, a “**Common Share**”) in the capital of the Company (the “**Resulting Issuer**”) and one half of one common share purchase warrant (each whole warrant, a “**Warrant**”), exercisable at \$0.30 per Warrant share for a period of two (2) years from issuance.

In consideration of the introduction of subscribers to the Offering, and subject to Conversion of the Subscription Receipts, Centenario will pay to certain finders (the “**Finders**”) cash commissions of \$117,148.00, being 8% of the aggregate gross proceeds raised by such Finders and 780,986 Finder’s Warrants (the “**Finder’s Warrants**”), being 8% of the aggregate number of Subscription Receipts issued under the Offering to subscribers introduced by the Finders. Each Finder’s Warrant will be exercisable for \$0.15 for a period of two (2) years following the date of issuance.

Immediately following the Conversion of the Subscription Receipts, the parties will proceed to close the Qualifying Transaction by way of a three-cornered amalgamation wherein the subsidiary of the Company will amalgamate with Centenario, and the securities holders of Centenario will receive free-trading securities of the Company (subject to any escrow imposed requirements of the Exchange) (referred to as the “**Resulting Issuer**”) in exchange for their Centenario securities such that Centenario will become a wholly owned subsidiary of the Resulting Issuer, and the shareholders of Centenario will acquire control of the Resulting Issuer. Accordingly, the subscribers in the Offering will end up receiving 1:1 on the same terms and conditions units of the Resulting Issuer in exchange for their Units. Finders will end up receiving finder’s warrants of the Resulting Issuer 1:1 on the same terms and conditions as the Finder’s Warrants.

Funds received in connection with the Offering, once released from escrow concurrent with closing of the Qualifying Transaction, will be used primarily to fund the second phase program set out in the 43-101 technical report on the Eden Property which includes an initial 1,500m drill program, such program to be sufficient to complete the initial US\$1,000,000 expenditure requirement required by the option agreement. The remainder of the proceeds will be used for general and operating expenses of the Resulting Issuer for a minimum of one (1) year and include a minimum of \$100,000 in unallocated working capital of the Resulting Issuer.

The Company anticipates the completion of the Qualifying Transaction to close shortly, and the shares of the Resulting Issuer will commence trading upon issuance of a final Exchange bulletin with respect to closing of the Qualifying Transaction.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

The report is not being filed on a confidential basis.

**Item 7 Omitted Information**

No information has been omitted.

**Item 8 Executive Officer**

For further information, please contact Mary Ma, Chief Financial Officer of the Company, at 604-779-0016 or maryxm@shaw.ca.

**Item 9 Date of Report**

October 19, 2023