

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

**ITEM 1. Name and Address of Company:**

Lake Winn Resources Corp. (the “**Company**”)  
1111 Melville Street, 11<sup>th</sup> Floor  
Vancouver, BC  
V6E 3V6

**ITEM 2. Date of Material Change:**

December 27, 2024.

**ITEM 3. News Release:**

The news release announcing the material change was issued on December 27, 2024 (the “**News Release**”). The News Release was disseminated by Stockwatch, and subsequently filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**ITEM 4. Summary of Material Change:**

The Company closed its non-brokered private placement of units at a price of \$0.08 per unit for gross aggregate proceeds of \$100,000.

**ITEM 5.1. Full Description of Material Change**

The Company closed its non-brokered private placement (the “**Offering**”) of 1,250,000 units of the Company (the “**Units**”) at a price of \$0.08 per Unit for gross proceeds of \$100,000.

Each Unit consisted of one common share in the capital of the Company (a “**Share**”) and one Share purchase warrant (a “**Warrant**”). Each Warrant is exercisable to purchase an additional Share (a “**Warrant Share**”) at an exercise price of \$0.11 per Warrant Share for a period of 24 months after the date of issuance.

All securities issued in connection with the Offering are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities laws. The Company used the full amount of the proceeds raised from the Offering to pay outstanding accounts payable and for general working capital and administrative expenses.

**ITEM 5.2. Disclosure for Restructuring Transactions**

Not applicable.

**ITEM 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

Not applicable.

**ITEM 7. Omitted Information:**

No Information has been omitted.

**ITEM 8. Executive Officer:**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Brijender Jassal, Chief Financial Officer  
Telephone: (604) 218-8772  
Email: binny@equitorial.ca

**ITEM 9. Date of Report**

December 31, 2024