

FORM 51-102F3
MATERIAL CHANGE REPORT

1.

Name and Address of Company

Kermode Resources Ltd. (the "Company")
1 - 505 Fisgard Street
Victoria, British Columbia V8W 1R3

2.

Date of Material Change

December 7, 2023

3.

News Release

December 8, 2023 "Kermode options VIGH GRAPHITE in BC"

4.

Summary of Material Change

Victoria, British Columbia – (December 8, 2023) - Kermode Resources Ltd. (TSXV:KLM) ("Kermode") initiates the property purchase option agreement for the VIGH GRAPHITE project in British Columbia.

5.1

Full Description of Material Change

The asset to be acquired comprises an early-stage exploration project with 32 mineral claims covering approximately 660 hectares in the Province of British Columbia under the following claims numbers: 1108744, 1107569, 1107957, 1096360, 1109204, 1109205.

The parties to the transaction are James Vigh, Milosz Mielniczuk, and Luc Lesage. The vendors are arm's length to Kermode.

The proposed consideration and method of payment are as follows:

TERMS OF THE PURCHASE OPTION:

<u>Date</u>	<u>Cash</u>	<u>Securities</u>	<u>Spending Req's</u>
<u>Exchange Approval</u>	<u>\$0</u>	<u>1,500,000</u>	<u>\$0</u>
<u>Year 1</u>	<u>\$0</u>	<u>0</u>	<u>\$0</u>

<u>Year 2</u>	<u>\$0</u>	<u>0</u>	<u>\$0</u>
<u>Year 3</u>	<u>\$0</u>	<u>1,500,000</u>	<u>\$0</u>
<u>TOTAL</u>	<u>\$0</u>	<u>3,000,000</u>	<u>\$0</u>

OTHER TERMS & CONDITIONS:

- a Net Smelter Return royalty of five percent 5% with the following buy-down conditions. Three percent 3% can be eliminated for three million dollars \$3,000,000, reducing the royalty to 2%. All royalty income and buy-down are payable to James Vigh or nominee.
- a Sales Participation Right (SPR) of ten percent 10% payable to James Vigh or nominee from the gross proceeds of any future transaction where KLM sells the property in the next ten years

There are no finder's fee to be paid. There are no relationships involving any Non Arm's Length Party and Kermode.

5.2

Disclosure for Restructuring Transaction

Not applicable.

6.

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

Not applicable.

7.

Omitted Information

No significant facts required to be disclosed have been omitted.

8.

Executive Officer

Name: PETER BELL

Officer: Chief Executive Officer

Telephone: 1-250-588-6939

Email: PeterBellMining@gmail.com

Website: <https://linktr.ee/peterbell>

9.

Date of Report

December 8, 2023