

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Usha Resources Ltd. (the “Company”)
400 – 1681 Chestnut Street
Vancouver, BC V6J 4M6

Item 2: Date of Material Change

October 11, 2024.

Item 3: News Release

A news release was issued on July 22, 2024 and filed on SEDAR+ at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company announced that it has entered into a digital marketing agreement dated July 21, 2024 (the “Agreement”) with Sidis Holdings Ltd. (“Sidis”). See Item 5 below for further details.

Item 5.1: Full Description of Material Change

The Company announced that it has entered into an Agreement with Sidis whereunder Sidis will provide digital media, marketing strategies, advertising and awareness campaigns for a fee of up to US\$500,000 for a term of six (6) months to be spent at the Company’s discretion.

The engagement of Sidis complements the initial engagement of Hillside Consulting and Media Inc. (“Hillside”) on July 16, 2024, a leading investor relations firm whose work this year includes services provided to Forge Resources Corp. (see news release dated April 15, 2024).

The Company received approval from the TSX Venture Exchange to the Agreement on October 11, 2024.

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

No information was omitted.

Item 8: Executive Officer

Deepak Varshney, CEO
info@usharesources.com

Item 9: Date of Report

October 25, 2024