

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Apollo Silver Corp. (the “**Company**”)
Suite 710, 1030 West Georgia Street
Vancouver, BC V6E 2Y3

Item 2 Date of Material Change

November 7, 2024

Item 3 News Release

The news release dated November 11, 2024 was issued by Globe Newswire Inc. on November 11, 2024.

Item 4 Summary of Material Change

The Company announced that it closed its previously announced non-brokered private placement (the “**Offering**”) and has issued an aggregate of 67,500,000 common shares (each, a “**Share**”) of the Company at a price of C\$0.20 per Share for aggregate gross proceeds of \$13,500,000.

Mr. Eric Sprott has subscribed for \$2,000,000 of the Offering.

The Company intends on using the net proceeds from the Offering to continue advancing the Calico Silver Project in San Bernardino, California, to invest in community relations initiatives at its newly optioned Cinco de Mayo Silver Project in Chihuahua, Mexico (see news release dated September 23, 2024), for ongoing property maintenance costs at both projects, and for general corporate purposes.

In connection with subscriptions received in the Offering, the Company will pay aggregate cash finder’s fees totaling \$334,000 to certain eligible finders. The Shares issued under the Offering are subject to a customary four-month and one day hold period pursuant to applicable securities laws of Canada.

The Offering remains subject to the final approval of the TSX Venture Exchange.

The Offering included participation by Andrew Bowering, Chairman, Interim President and Chief Executive Officer, in the amount of \$500,000. Such participation constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The issuance of the Shares to Mr. Bowering is exempt from the valuation requirement of MI 61- 101 by virtue of the exemption contained in section 5.5(b) as the Company’s Shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101, in that the fair market value of the consideration of the securities issued to the related parties does not exceed twenty-five percent of the Company’s market capitalization.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On November 7, 2024, the Company closed its Offering of 67,500,000 Shares at a price of C\$0.20 per Share for aggregate gross proceeds of \$13,500,000.

The Company intends on using the net proceeds from the Offering to continue advancing the Calico Silver Project in San Bernardino, California, to invest in community relations initiatives at its newly optioned Cinco de Mayo Silver

Project in Chihuahua, Mexico (see news release dated September 23, 2024), for ongoing property maintenance costs at both projects, and for general corporate purposes.

In connection with subscriptions received in the Offering, the Company will pay aggregate cash finder’s fees totaling \$334,000 to certain eligible finders. The Shares issued under the Offering are subject to a customary four-month and one day hold period pursuant to applicable securities laws of Canada.

MI 61-101 Requirements

Andrew Bowering, Chairman, Interim President and Chief Executive Officer, was issued 2,500,000 Shares for aggregate proceeds of \$500,000. As such, the participation in the Offering by Mr. Bowering constitutes a “related-party transaction” as such term is defined in MI 61-101.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) *a description of the transaction and its material terms:*

See Item 4 above for a description of the Offering.

(b) *the purpose and business reasons for the transaction:*

See Item 4 above for a description of the use of proceeds.

(c) *the anticipated effect of the transaction on the issuer’s business and affairs:*

The Company does not anticipate any material effect on the Company’s business and affairs.

(d) *a description of:*

(i) *the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:*

Andrew Bowering was issued 2,500,000 Shares for gross proceeds of \$500,000.

(ii) *the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:*

The following table sets out the effect of the Offering on the percentage of securities of the Company beneficially owned or controlled by each of Andrew Bowering:

Name and Position	Dollar Amount of Shares	Number of Securities	No. of Securities Held prior to the Issuance	Percentage of Issued and Outstanding Securities prior to the Issuance	No. of Securities Held After the Issuance	Percentage of Issued and Outstanding Securities After the Issuance
Andrew Bowering Chairman, Director and Interim Chief Executive Officer and President	\$500,000	2,500,000 Shares	Undiluted: 10,066,937 ⁽¹⁾ Diluted: 11,855,656 ⁽²⁾	Undiluted: 5.76% ⁽³⁾ Diluted: 6.72% ⁽⁴⁾	Undiluted: 12,566,937 ⁽¹⁾ Diluted: 14,355,656 ⁽⁵⁾	Undiluted: 5.19% ⁽⁶⁾ Diluted: 5.88% ⁽⁷⁾

⁽¹⁾ Comprised of: (a) 9,891,937 Shares held directly; and (b) 175,000 Shares held indirectly by Bowering Projects Ltd. (“**Bowering Projects**”), a private company owned by Andrew Bowering;

⁽²⁾ Comprised of: (a) 9,891,937 Shares held directly; (b) 175,000 Shares held indirectly by Bowering Projects; (c) 1,350,000 Shares held directly that may be issuable on exercise of stock options which are exercisable as follows: 350,000 stock options at a price of

\$0.125 per Share until November 15, 2027; 500,000 stock options at a price of \$0.86 per Share until July 19, 2026; and 500,000 stock options at a price of \$0.33 per Share until May 04, 2025; and (d) 438,719 share purchase warrants which are exercisable at a price of \$0.79 per Share until July 8, 2026, all of which may be exercised within the next 60 days.

- (3) Based on 174,693,729 Shares outstanding prior to the Offering.
- (4) Based on 176,482,448 Shares comprised of: (a) 174,693,729 Shares outstanding prior to the Offering; and (b) 1,350,000 Shares that may be issued on exercise stock options and 438,719 shares that may be issued on exercise of share purchase warrants, all exercisable within the next 60 days.
- (5) Comprised of: (a) 12,391,937, Shares held directly; (b) 175,000 Shares held indirectly by Bowering Projects; and (c) all of the convertible securities of the Company set out in footnote (2), all of which may be exercised within the next 60 days.
- (6) Based on 242,193,729 Shares outstanding after the completion of the Offering.
- (7) Based on 243,982,448 Shares comprised of: (a) 242,193,729 Shares outstanding after the Offering; and (b) 1,350,000 Shares that may be issued on exercise stock options and 438,719 shares that may be issued on exercise of share purchase warrants, all exercisable within the next 60 days.

(e) *unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:*

The board of directors approved the Offering, with Andrew Bowering abstaining from voting on his portion of the Offering. A special committee was not established in connection with the approval of the Offering, and no materially contrary view or abstention was expressed or made by any director.

(f) *a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:*

Not applicable.

(g) *disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

(i) *that has been made in the 24 months before the date of the material change report:*

Not applicable.

(ii) *the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

(h) *the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

The Company entered into a subscription agreement dated November 7, 2024 with Andrew Bowering, pursuant to which Andrew Bowering acquired 2,500,000 Shares for gross proceeds of \$500,000.

- (i) *disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:*

The Offering is exempt from the valuation requirement of MI 61-101 by virtue of the exemptions contained in section 5.5(b) of MI 61-101 as the Shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(1)(a) of MI 61-101 in that the fair market value of the consideration of the Shares issued to the related party did not exceed 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the anticipated closing date as the Company wished to complete the Offering on an expedited basis for sound business reasons.

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

None

Item 8 Executive Officer

Rona Sellers
Vice President Commercial & Compliance
rona@apollosilver.com

Item 9 Date of Report

November 18, 2024