

Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

Resouro Strategic Metals Inc. (“Resouro” or the
“Company”)
Suite 520 – 999 West Hastings Street,
Vancouver, British Columbia,
Canada V6C 1M3

2. Date of Material Change

May 1, 2024

3. News Release

The attached news release (Annexure A) was released on May 1, 2024.

4. Summary of Material Change

Resouro has lodged a prospectus with the Australian Securities and Investments Commission.

5. Full Description of Material Change

Resouro Strategic Metals Inc. announced that on May 1, 2024 the Company lodged a prospectus ("Prospectus") with the Australian Securities and Investments Commission in relation to its proposed dual listing on the Australian Securities Exchange (“ASX”). Under the Prospectus the Company will offer 16,000,000 CHESS Depository Interests over common shares in the capital of the Company (“CDIs”) at an offer price of AUD\$0.50 (approximately C\$0.45) per CDI to raise gross proceeds of AUD\$8.0 million (approximately C\$7.2 million) ("the Offer"). Each CDI will represent a beneficial interest in 1 common share of Resouro. The Offer is expected to open on May 9, 2024 with the expected commencement of trading on the ASX to be on or around June 4, 2024.

Taylor Collison Limited, an Australian broker, has been appointed as the Lead Manager for the ASX listing process. As compensation for its services, the Lead Manager will receive a capital raising fee of AUD\$440,000 (approximately CAD\$396,000), which is equal to 5.5% of the aggregate gross proceeds of the Offer and will be issued 1,843,643 stock options in the Company at an exercise price of AUD\$0.75 (approximately CAD\$0.68, vesting immediately, and expiring three years from the date of issue. For more details, please refer the Annexure A.

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

Not applicable.

7. Omitted Information

None.

8. Executive Officer

For further information, please contact Chris Eager, CEO of the Issuer, at +44-738-805-7980

9. Date of Report

May 8, 2024



Resouro Strategic Metals Inc.
Files Prospectus for Proposed Dual-Listing on the ASX

Toronto, Ontario - (Newswire – May 1, 2024) – Resouro Strategic Metals Inc. (TSX-V: RSM) (FSE: BU9) (OTC: RSGOGF) ("**RSM**", "**Resouro**" or the "**Company**") is pleased to announce that the Company has lodged a prospectus ("**Prospectus**") with the Australian Securities and Investments Commission in relation to its proposed dual listing on the Australian Securities Exchange ("**ASX**").

Under the Prospectus the Company will offer 16,000,000 CHESSE Depository Interests over common shares in the capital of the Company ("**CDIs**") at an offer price of AUD\$0.50 (approximately C\$0.45) per CDI to raise gross proceeds of AUD\$8.0 million (approximately C\$7.2 million) ("**the Offer**"). Each CDI will represent a beneficial interest in 1 common share of Resouro. The Offer is expected to open on May 9, 2024 with the expected commencement of trading on the ASX to be on or around June 4, 2024.

Taylor Collison Limited, an Australian broker, has been appointed as the Lead Manager for the ASX listing process. As compensation for its services, the Lead Manager will receive a capital raising fee of AUD\$440,000 (approximately CAD\$396,000), which is equal to 5.5% of the aggregate gross proceeds of the Offer and will be issued 1,843,643 stock options in the Company at an exercise price of AUD\$0.75 (approximately CAD\$0.68), vesting immediately, and expiring three years from the date of issue.

Resouro plans to use the net proceeds raised pursuant to the dual listing to increase shareholder value through the identification, exploration, definition and development of its Tiros Project and Novo Mundo Project resources. The net proceeds will also be used to meet working capital requirements.

Commenting on the additional listing, President, CEO and major shareholder of Resouro, Chris Eager, said:

"We're excited to take this important step towards broadening our investor base and enhancing liquidity. Australia's vibrant capital market presents a compelling opportunity for Resouro to engage with a diverse group of investors who share our passion for rare earths, titanium and gold."

The dual listing is subject to regulatory approval and market conditions. Upon completion, Resouro's shares will be tradable on the TSXV, the Frankfurt Stock Exchange (FSE), the Over-the-Counter market in the USA (OTC) and the ASX, providing investors with increased flexibility and accessibility.

In accordance with section 734(6) of the Australian *Corporations Act 2001* (Cth), the Company advises in respect of the offer of CDIs under the Prospectus:

- the issuer of the CDIs is Resouro Strategic Metals Inc. ARBN 671 716 457;
- the Prospectus is available online for Australian residents only at www.resouro.com or by contacting the Company by email at info@resouro.com;
- the offer of CDIs will only be made in, or accompanied by, a copy of the Prospectus;
- a person should consider the Prospectus in deciding whether to acquire the CDIs;
- anyone who wishes to acquire the CDIs will need to complete the application form that will be in, or will accompany, the Prospectus;
- the offer of CDIs under the Prospectus will only be made available to persons receiving the Prospectus in Australia and certain investors in Canada, New Zealand, Singapore, and the United Kingdom.

A copy of the prospectus will be available on SEDAR+ at www.sedarplus.ca under the Company's profile. However, CDIs may not be offered or sold within Canada or for the account of any Canadian residents except in transactions exempt from, or not subject to, the prospectus and registration requirements of applicable Canadian securities laws.

About Resouro Strategic Metals Inc.

Resouro is a Canadian-based mineral exploration and development company focused on the discovery and advancement of economic mineral projects in Brazil, including the rare earth elements and titanium Tiros Project and the Novo Mundo and Santa Angela gold projects.

The Tiros Project, located in northern Minas Gerais, Brazil, is an early-stage exploration project focused on rare earth elements and titanium covering an area of approximately 450 km². The Tiros Project comprises 17 exploration permits, and one exploration permit application held by the Company's Brazilian subsidiary; and 6 exploration permits and one exploration permit application that have been validly assigned to the Company's Brazilian subsidiary and are awaiting ANM approval. The Company holds, via its wholly owned Brazilian subsidiary, a 90% interest in the Tiros Project and the remaining 10% interest in the Tiros Project is held by RBM Consultoria Mineral Eireli (RBM), an unrelated third-party vendor.

The Novo Mundo Project is located in the Alta Floresta Gold Province close to the northern border of the state of Mato Grosso, central Brazil. Within the licensed area is the small town of Novo Mundo, which is 30km west from the larger town of Guarantã do Norte. It comprises three exploration permits. The Company also has another interest in an exploration permit, being the Santa Angela Project, which is not considered material to the Company's operations. Interests in the Novo Mundo Project and Santa Angela Project are held via the Company's wholly owned subsidiary.

For further information, please contact the Company at:

Chris Eager, CEO

chris.eager@resouro.com

Phone: +44-738-805-7980

For Investor inquiries
Info@Resouro.com

On behalf of the Board of Directors,

Chris Eager, President & CEO
RESOURO STRATEGIC METALS INC.

Learn more about the Company on its website: <https://resouro.com>

Forward-Looking Information

This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements.

In this news release, forward-looking statements relate to, among other things, the completion of the Offer, the use of proceeds of the Offer and the proposed ASX listing. Forward-looking information is based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause the results to differ materially from those expressed in the forward-looking information include, but are not limited to: general economic conditions in Canada and globally; industry conditions, including governmental regulation and environmental regulation; failure to obtain industry partner and other third party consents and approvals, if and when required, including obtaining final acceptance from the TSXV and the ASX; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; liabilities inherent in the mining industry; competition for, among other things, skilled personnel and supplies; incorrect assessments of the value of acquisitions; geological, technical, processing and transportation problems; changes in tax laws and incentive programs; failure to realize the anticipated benefits of acquisitions and dispositions; and the other factors. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this release is made as of the date hereof and the Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Due to the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The forward-looking information contained in this news release is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accept responsibility for the adequacy or accuracy of the content of this release.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.