

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

ITEM 1. NAME AND ADDRESS OF ISSUER

Sendero Resources Corp. (the "**Company**")
c/o 1100 – 1111 Melville Street
Vancouver BC V6E 3V6

ITEM 2. DATE OF MATERIAL CHANGE

December 6, 2024

ITEM 3. NEWS RELEASE

The news release announcing the material change was disseminated by the Company through the facilities of Accesswire on December 6, 2024 and subsequently filed on SEDAR+.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced the resignation of Michael Wood as a director, Chairman and Chief Financial Officer of the Company and the appointment of David Cross as Chief Financial Officer of the Company.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that Mr. Michael Wood has resigned from his position as Chief Financial Officer ("CFO") of the Company and he will be succeeded by Mr. David Cross who has been appointed as the CFO with immediate effect. Mr. Wood has also resigned a director and as Chairman of the Board of Directors.

The appointment of Mr. Cross is part of the Board's strategy to revamp the Company. Mr. Cross is a Chartered Professional Accountant ("CPA"), and is a co-founder of Cross Davis & Company, an accounting firm that has focused on providing accounting and management services to publicly listed companies since 2010. Mr. Cross brings extensive knowledge and experience in servicing mining and mineral exploration companies.

Mr. Wood was a founder of Sendero and has deep institutional knowledge which has been essential in stabilizing the Company in recent months. The Company would like to thank Mr. Wood for his efforts, and wishes him success in his future endeavours.

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

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Alex Gostevskikh, Interim CEO

Telephone: 778-653-3838

ITEM 9. DATE OF REPORT

December 6, 2024