

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

Item 1 Name and Address of Company

Gold Hart Copper Corp. (formerly, 1287409 B.C. Ltd.) (the "**Company**")
100 King Street West, Suite 3400
Toronto, ON, M5X 1A4

Item 2 Date of Material Change

March 18, 2025

Item 3 News Release

A news release in respect of the material change referred to in this report was issued by the Company and filed on the System for Electronic Data Analysis and Retrieval + ("**SEDAR+**") on March 18, 2025.

Item 4 Summary of Material Change

On March 18, 2025, the Company completed its previously announced go-public transaction (the "**Transaction**") way of a three-cornered amalgamation (the "**Amalgamation**") under the *Business Corporations Act* (Ontario), among the Company (formerly, 1287409 B.C. Ltd.), Vicunau Metals Corp. ("**Vicunau**") and 1001045356 Ontario Inc., a wholly-owned subsidiary of the Company ("**Subco**"). In connection with the implementation of the Amalgamation, the Company effected a subdivision its issued and outstanding common shares (the "**Common Shares**") on the basis of approximately 1.41 post-subdivision Common Shares for each one pre-subdivision Common Share (the "**Subdivision**") and changed its name from "1287409 B.C. Ltd." to "Gold Hart Copper Corp." (the "**Name Change**").

Following the completion of the Transaction, the Company, as the issuer resulting from the Transaction (the "**Resulting Issuer**") is expected to carry on the business of Vicunau, being the mineral exploration and development of the Tolita and Toro property (the "**Tolita and Toro Property**"), located within the Maricunga / Vicuña copper-gold belt in Chile.

Item 5 Full Description of Material Change

5.1. Full Description of Material Change

On March 18, 2025, the Company completed the Transaction by way of a three-cornered amalgamation under the *Business Corporations Act* (Ontario) among the Company (formerly, 1287409 B.C. Ltd.), Vicunau and Subco. Pursuant to the Amalgamation, the Company acquired all of the issued and outstanding common shares of Vicunau (the "**Vicunau Shares**"), with the former shareholders of Vicunau receiving one post-Subdivision Common Share for each one Vicunau Share held immediately prior to the effective time of the Amalgamation (the "**Exchange Ratio**"). In connection with the completion of the Transaction, all outstanding convertible securities of Vicunau were also replaced with equivalent convertible securities of the Resulting Issuer, entitling the holders thereof to

acquire post-Subdivision Common Shares in lieu of Vicunau Shares, in accordance with the Exchange Ratio.

In connection with the Transaction, the Company issued an aggregate of 121,936,232 post-Subdivision Common Shares. After giving effect to the Transaction, an aggregate of 129,667,713 common shares in the capital of the Resulting Issuer (the "**Resulting Issuer Shares**") are issued and outstanding (on a non-diluted basis).

Further details of the Transaction are contained in the news releases of the Company, dated January 14, 2025, March 14, 2025 and March 18, 2025, as well as the listing application of the Company dated March 14, 2025 (the "**Listing Application**"), prepared in accordance with the requirements of the TSX Venture Exchange (the "**TSXV**"), and the technical report in respect of the Tolita and Toro Property entitled "*Independent NI 43-101 Technical Report on the Tolita and Toro Copper-Gold-Silver Assets, Cerro Ciervo Complex, High Cordillera, Atacama Region, Chile*" dated March 17, 2025 (with an effective date of January 8, 2025) (the "**Technical Report**"), prepared in accordance with National Instrument 43-101 - *Standards for Disclosure for Mineral Projects*. The Listing Application and the Technical Report are both available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile.

Name Change and Consolidation

Prior to the closing of the Transaction, on March 17, 2025, the Company effected (i) the Subdivision on the basis of approximately 1.41 post-Subdivision Common Shares for every one pre-Subdivision Common Share, and (ii) the Name Change to "Gold Hart Copper Corp."

Directors and Executive Officers

Effective upon closing of the Transaction, the Company reconstituted its board of directors and management team, as follows:

- Isaac Maresky (*President, Chief Executive Officer, and Director*);
- Omar Gonzalez (*Chief Financial Officer and Corporate Secretary*);
- Aleta Shiff (*Director*);
- Mark Kucher (*Director*);
- Joseph de la Plante (*Director*);
- Norman Findlay (*Director*); and
- Jonathan Warner (EVP, Geology)

The biographies of each of the foregoing individuals is contained in the Listing Application.

Escrow Agreement

In connection with the Transaction, an aggregate of 55,783,368 Resulting Issuer Shares, 1,960,000 options to acquire Resulting Issuer Shares and 2,611,888 warrants to purchase Resulting Issuer Shares were deposited in escrow pursuant to a Tier 2 Value Security Escrow Agreement, in accordance with the policies of the TSXV. Please refer to the Listing Application for additional information on the escrowed securities.

Concurrent Vicunau Financing

On January 14, 2025 and March 6, 2025, Vicunau closed two tranches of a non-brokered private placement of an aggregate of 20,489,948 subscription receipts of the Vicunau (the "**Subscription Receipts**") at a price of \$0.20 per Subscription Receipt for aggregate gross proceeds to Vicunau of \$4,097,989.60 (the "**Concurrent Vicunau Financing**").

The Subscription Receipts were created and issued pursuant to the terms of a subscription receipt agreement dated January 14, 2025, as amended and supplemented on March 6, 2025 (the "**Subscription Receipt Agreement**") among the Company, Vicunau and Odyssey Trust Company, as subscription receipt agent. In connection with the closing of the Transaction and upon the satisfaction of certain escrow release conditions (as specified in the Subscription Receipt Agreement), each Subscription Receipt automatically converted, without the payment of additional consideration or further action by the holders thereof, into one unit of Vicunau (each, a "**Vicunau Unit**"). Each Vicunau Unit was comprised of one Vicunau Share and one-half of one Vicunau Share purchase warrant (each whole warrant, a "**Vicunau Warrant**"). Each Vicunau Warrant is exercisable to acquire one Vicunau Share for a period of 24 months from the closing date of the Transaction at an exercise price of \$0.36 per Vicunau Share. Pursuant to the Transaction, each outstanding Vicunau Share was immediately exchanged for one Resulting Issuer Share and each Vicunau Warrant was immediately exchanged for one warrant of the Resulting Issuer (on substantially the same economic terms as the Vicunau Warrants) (each, as "**Resulting Issuer Warrant**"), for no additional consideration and without any further action by the holders thereof.

Concurrent Company Financing

In connection with the Transaction, the Company also completed a concurrent non-brokered private placement of an aggregate 31,000 units of the Company (each, a "**Company Unit**") at a price of \$0.20 per Company Unit, for aggregate gross proceeds of \$6,200 (the "**Concurrent Company Financing**") shortly prior to the closing of the Transaction. Each Company Unit was comprised of one post-Subdivision Common Share and one-half of one common share purchase warrant of the Company (each whole warrant, a "**Company Warrant**"). Each Company Warrant entitles the holder thereof to purchase one post-Subdivision Common Share at an exercise price of \$0.36 per post-Subdivision Common Share for a period of 24 months following the closing date of the Transaction.

Resulting Issuer Financing

In addition, immediately following the listing of the Resulting Issuer Shares on the TSXV, the Resulting Issuer completed a non-brokered private placement of an aggregate of 1,250,000 units of the Resulting Issuer (each a "**Resulting Issuer Unit**") at a price of \$0.20 per Resulting Issuer Unit for aggregate gross proceeds of \$250,000 (the "**Resulting Issuer Financing**"). Each Resulting Issuer Unit was comprised of one Resulting Issuer Share and one-half of one Resulting Issuer Warrant, each exercisable to acquire one Resulting Issuer

Share at an exercise price of \$0.36 per Resulting Issuer Share for a period of 24 months following the closing of the Transaction.

5.2. Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact:

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Item 9 Date of Report

March 28, 2025