

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

1. Name and Address of Company

XXIX Metal Corp. (formerly QC Copper and Gold Inc.) (“**XXIX**” or the “**Corporation**”)
Suite 1805, 55 University Avenue
Toronto, Ontario, M5J 2H7

2. Date of Material Change

December 6, 2024

3. News Release

A press release was disseminated on December 9, 2024 via Newsfile Corp.

4. Summary of Material Change

The Corporation closed its acquisition of Cuprum Corp. (“**Cuprum**”) and its 100% owned Thierry Copper Project in an all share deal (the “**Acquisition**”). The Corporation also changed its name from QC Copper and Gold Inc. to XXIX Metal Corp.

5.1 Full Description of Material Change

The Corporation closed the Acquisition by way of a share purchase agreement with the principal shareholders of Cuprum and an offer to purchase to all other shareholders, which was approved by disinterested shareholders of XXIX at the special meeting of shareholders held on December 4, 2024.

Pursuant to the Acquisition, the Corporation acquired all issued and outstanding shares of Cuprum in consideration of the issuance of 1.1538 of the Corporation’s common shares (“**Common Shares**”) for each one share of Cuprum, based on the Common Share price of \$0.13, for an aggregate total of 83,906,251 Common Shares.

Following the completion of the Acquisition, the Corporation has 258,277,607 Common Shares issued and outstanding.

At the same meeting, shareholders also approved the Corporation’s restricted share unit plan and the Corporation’s new stock option plan.

For more information on the Acquisition, the restricted share unit plan and the stock option plan, please see the management information circular of the Corporation dated October 25, 2024, available on the Corporation's SEDAR+ profile at www.sedarplus.ca.

5.2 Disclosure for Restructuring Transactions

Not Applicable

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

Not Applicable

7. **Omitted Information**

Not Applicable

8. **Executive Officer**

The name and business number of the executive officer of XXIX who is knowledgeable about the material change and this report is:

Stephen Stewart - Chief Executive Officer
Telephone: (416) 644-1567

9. **Date of Report**

December 9, 2024