

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

ITEM 1. NAME AND ADDRESS OF COMPANY

Group Eleven Resources Corp. (the “**Company**”)
2200 – 885 West Georgia St.
Vancouver, BC V6C 3E8

ITEM 2. DATE OF MATERIAL CHANGE

July 31, 2025

ITEM 3. NEWS RELEASE

Issued on July 31, 2025 through Newsfile and subsequently filed on SEDAR+.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it had closed its previously-announced “bought deal” private placement for aggregate gross proceeds of C\$5,750,000 (the “**Offering**”) through the issuance of 17,968,750 common shares of the Company (the “**Common Shares**”) at a price of C\$0.32 per Common Share.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it had closed the Offering. The Offering was completed pursuant to an underwriting agreement between the Company, and Cormark Securities Inc. and Beacon Securities Limited (together, the “**Underwriters**”) and included the full exercise of the Underwriters’ option.

The Company intends to use the net proceeds from the Offering to expand the remaining funded exploration drill program at Ballywire from approximately 5,000m to approximately 25,000m, and for working capital and general corporate purposes.

The Common Shares were offered and sold in Canada pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions (“**NI 45-106**”), as amended by Coordinated Blanket Order 45-935 – Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the “**LIFE exemption**”) and pursuant to the accredited investor exemption under section 2.3 of NI 45-106 (the “**Accredited Investor exemption**”). The Common Shares were also offered and sold in certain jurisdictions outside of Canada where there would be no prospectus filing or comparable obligation, ongoing reporting requirement or requisite regulatory or governmental approval in such jurisdictions. The Common Shares issued under the Offering to Canadian purchasers (other than in the province of Québec) and offshore purchasers pursuant to the LIFE exemption are not subject to a hold period, subject to the hold period imposed by the TSX Venture Exchange for an insider purchaser described below. The Common Shares issued under the Offering pursuant to the Accredited Investor exemption are subject to a hold period of four months and one day.

In connection with the Offering, the Company paid the Underwriters an aggregate cash commission of C\$314,550 and issued to the Underwriters an aggregate of 887,812

compensation warrants (the “**Compensation Warrants**”). Each Compensation Warrant is exercisable to acquire one Common Share at a price of C\$0.32 until July 31, 2027, subject to adjustment in certain events. The Compensation Warrants are subject to a hold period of four months and one day.

Glencore Canada Corporation (“**Glencore**”) did not exercise its participation right, which was triggered by the Offering. Following completion of the Offering, Glencore holds an approximate 14.1% ownership interest in the Company.

A director of the Company (the “**Insider**”) acquired 156,250 Common Shares pursuant to the Offering. Participation by the Insider in the Offering was a “related party transaction” within the meaning of that term in Multilateral Instrument 61-101 – Protection of Minority Shareholders in Special Transactions (“**MI 61-101**”). The Company is relying on the exemptions from the formal valuation requirement set out in section 5.5(a) and the minority approval requirement set out in section 5.7(1)(a) of MI 61-101 on the basis that, at the time the Offering was agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Offering, insofar as it involved interested parties, exceeded 25% of the Company’s market capitalization. Written consent resolutions of the board of directors of the Company were passed approving the Offering. The Insider did not abstain from voting as his interest in the Offering was immaterial and did not constitute a disclosable interest under the *Business Corporations Act* (British Columbia). No special committee was established in connection with the Offering and the participation of the Insider, and no contrary view was expressed by any director of the Company.

The Company did not file a material change report at least 21 days in advance of the closing of the Offering as the participation of the Insider in the Offering had not been confirmed at that time. The Common Shares issued to the Insider are subject to a hold period of four months under the policies of the TSX Venture Exchange.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

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

Bart Jaworski, P.Geo.
Chief Executive Officer
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ITEM 9. DATE OF REPORT

July 31, 2025

Cautionary Note Regarding Forward-Looking Information

This material change report contains forward-looking information ("forward-looking statements") within the meaning of applicable securities legislation. Such statements include, without limitation, statements regarding the use of proceeds from the Offering. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future results or performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, variations in the nature, quality and quantity of any mineral deposits that may be located. All of the Company's public disclosure filings may be accessed via www.sedarplus.ca and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.