

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**ITEM 1**      **NAME AND ADDRESS OF COMPANY**

**BITTERROOT RESOURCES LTD.**

2200-700 West Georgia Street,  
Vancouver BC V7Y 1K8

Tel: (604) 922-1351

Fax: (604) 922-8049

**ITEM 2**      **DATE OF MATERIAL CHANGE**

May 29, 2024

**ITEM 3**      **NEWS RELEASES**

May 31, 2024 disseminated through Market News Publishing Inc. ([www.baystreet.com](http://www.baystreet.com)) and Stockwatch.

**ITEM 4**      **SUMMARY OF MATERIAL CHANGE**

Bitterroot announces closing of private placement.

**ITEM 5**      **FULL DESCRIPTION OF MATERIAL CHANGE**

See attached News Release

The private placement included 2 placees who are related parties to Bitterroot Resources Ltd. (the “**Company**”). The additional disclosure required by section 5.2 of MI 61-101 is as follows:

- (a) private placement of 10,800,000 units of the Company for C\$0.025 per unit (with each unit consisting of one common share and one common share purchase warrant exercisable at C\$0.05 and expiring on May 29, 2027);
- (b) the purpose of the private placement is for claim staking, recording and renewal costs at the Nighthawk Project in Nevada, land acquisition activities in Michigan, reimbursement of expenses incurred by a Non-Arms-Length Party, refinement of drill targets at Nighthawk and for general working capital.;
- (c) raise working capital required for the purposes listed in paragraph (b);
- (d)
  - (i) a \$50,000.00 subscription was received from a director of the Company and a \$30,000.00 subscription was received from a company controlled by a director of the Company;
  - (ii) the related party subscriptions resulted in a percentage beneficial ownership increase from 4.28% to 5.78% for one director and a percentage

beneficial ownership increase from 10.88% to 10.97% for the second director.;

- (e) the private placement was reviewed and approved by the board by way of consent resolutions of the board;
- (f) no valuation required as private placement was for less than 25% of the Company's market capitalization;
- (g) no prior valuations exist;
- (h) subscription agreements for units were entered into with the 2 related parties to the Company on the same terms as the subscription agreements entered into by non-related parties;
- (i) no valuation or shareholder approval required as private placement was for less than 25% of the Company's market capitalization

the private placement of units was for total subscription proceeds of \$270,000.00. The market capitalization of the Company on closing the private placement was \$3,422,506.68. This private placement represents 7.89% of market capitalization. The related party portion of the private placement represents 2.3% of market capitalization. Therefore, the exemptions in sections 5.5(a) and 5.7(a) were relied upon.

**ITEM 6**      **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

N/A

**ITEM 7**      **OMITTED INFORMATION**

N/A

**ITEM 8**      **EXECUTIVE OFFICER**

Michael S. Carr – President and Director  
Telephone: (604) 922-1351

**ITEM 9**      **DATE OF REPORT**

June 5, 2024

# **BITTERROOT RESOURCES LTD.**

**PO Box 91878,  
West Vancouver, BC, V7V 4S4  
tel 604 922 1351  
www.bitterrootresources.com**

## **NEWS RELEASE**

May 30, 2024

### **C\$270,000 PRIVATE PLACEMENT CLOSED**

Bitterroot Resources Ltd. (*symbol BTT, TSX-V*) has closed a non-brokered private placement of 10,800,000 units priced at C\$0.025, consisting of one common share and one common share purchase warrant exercisable at C\$0.05 for three years. The warrant expiry may be accelerated if the Company's shares trade over C\$0.10 for greater than 20 trading days.

The proceeds of the private placement will be used for claim staking/recording/renewal costs and drill site permitting at the Nighthawk Gold/Silver Project in Nevada (60%), reimbursement of expenses incurred by a Non-Arms-Length Party (8%), lease costs at the LM Nickel/Copper Project in Michigan and for general working capital. No proceeds will be used to fund persons conducting investor relations activities. There are no finders' fees, bonuses or commissions payable in connection with this private placement.

The common shares and warrants issued pursuant to the financing or subsequent common shares issued pursuant to the warrant exercise will be subject to a four-month hold period expiring September 30, 2024 under applicable securities laws and the policies of the TSX Venture Exchange. As insiders have subscribed for 3,200,000 units, the private placement will be in part a related party transaction. The Company will rely on an exemption from the valuation and shareholder approval requirements of MI 61-101.

This news release does not constitute an offer or solicitation to sell any of these securities in the United States. The securities will not be registered under the United States Securities Act of 1933, as amended ("the US Securities Act"), or under any State securities laws. The securities 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, unless an exemption from such registration is available.

**ON BEHALF OF THE BOARD OF DIRECTORS**

***Michael S. Carr***

Director

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

**FORWARD LOOKING STATEMENTS:** Certain statements contained in this press release may constitute forward-looking statements under Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “expects” or “it is expected”, or variations of such words and phrases or statements that certain actions, events or results “will” occur. This document contains statements about expected or anticipated future events and/or financial results that are forward-looking in nature and as a result, are subject to certain risks and uncertainties, such as general economic, market and business conditions, regulatory processes and actions, technical issues, new legislation, competitive conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events and the company’s ability to execute and implement its future plans. Actual events may differ materially from those projected in the forward-looking statements. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Company does not undertake to update any forward-looking statements, except as may be required by applicable securities laws. For such forward-looking statements, we claim the safe harbour for forward-looking statements within the meaning of the Private Securities Legislation Reform Act of 1995.