

FORM 51-102F3

MATERIAL CHANGE REPORT

**1. Name and Address of Company**

HANSA RESOURCES LIMITED. (the "Issuer")  
#1305 – 1090 West Georgia Street  
Vancouver, British Columbia V6E 3V7  
Phone: (604) 685-9316

**2. Date of Material Change**

September 1, 2020

**3. Press Release**

The press release was released on September 1, 2020 through various approved public media and filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions.

**4. Summary of Material Change(s)**

On September 1, 2020, the Company announced the closing of its non-brokered private placement financing announced on July 31, 2020.

**5. Full Description of Material Change**

The Company completed its private placement financing announced on July 31, 2020 by issuing 12,500,000 units of the Company (the "Units") at an issue price of \$0.035 per Unit to raise gross proceeds of \$437,500. Each Unit comprised one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.05 for a period of one year from closing.

Certain directors of the Company participated in the financing and purchased an aggregate of 5,000,000 Units for aggregate gross proceeds of C\$175,000. The participation of the directors in the financing constitutes a "related party transaction" pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the participation in the Private Placement in reliance on the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the transaction does not exceed 25% of the Company's market capitalization.

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable

**7. Omitted Information**

Not Applicable

**8. Executive Officer**

Nick DeMare, CFO  
Phone: (604) 685-9316

**9. Date of Report**

September 4, 2020