

FORM 51-102F3
Material Change Report

Item 1 **Name and Address of Company**

Tribeca Resources Corporation (the “**Company**”)
1090 West Georgia Street, Suite 1305,
Vancouver, British Columbia
V6E 3V7

Item 2 **Date of Material Change**

July 21, 2023 and August 11, 2023

Item 3 **News Release**

On July 11, 2023, July 24, 2023 and August 14, 2023, news releases were disseminated through the newswire services of TheNewswire and subsequently filed on SEDAR.

Item 4 **Summary of Material Change**

The Company issued and sold, on a non-brokered private placement basis, an aggregate of 10,029,887 units in the capital of the Company (each, a “**Unit**”) for aggregate gross proceeds of approximately C\$3,309,863 (the “**Private Placement**”). The Private Placement was completed in two tranches with closings on July 21, 2023 and August 11, 2023.

Item 5 **Full Description of Material Change**

On July 21, 2023, the Company issued and sold, on a non-brokered private placement basis, 8,504,165 Units, at a price of C\$0.33 per Unit, for gross proceeds of approximately C\$2,806,374.

On August 11, 2023, the Company issued and sold, on a non-brokered private placement basis, 1,525,722 Units, at a price of \$0.33 pr Unit, for gross proceeds of approximately C\$503,488.

Each Unit consisted of one common share in the capital of the Company (“**Common Share**”) and one-half of one Common Share purchase warrant (“**Warrant**”). Each Warrant will entitle the holder thereof to acquire one Common Share (a “**Warrant Share**”) at a price of C\$0.55 for a period of 24 months from the date of issuance of the Warrant. In the event that the closing price of the Common Shares on the TSX Venture Exchange (or such other exchange on which the Common Shares may principally trade at such time) is greater than \$0.75 per share for a period of 10 consecutive trading days, then upon the Company disseminating a press release, the expiry date of the Warrants will automatically accelerate, and the Warrants will expire on the 30th day following the date on which such press release is disseminated.

The Company paid C\$102,000 for finder’s fees and issued 309,090 finder’s warrants (the “**Finder’s Warrants**”) of the Company to an arm’s length agent who assisted the Company in connection with the Offering. Each Finder’s Warrant is exercisable to purchase one Common Share at a price of \$0.33 per Common Share for a period of 24 months from the date of issuance of the Finder’s Warrants.

Following completion of the Offering, the Company has 62,166,483 Common Shares outstanding.

All securities issued pursuant to the Offering are subject to a statutory four month hold period from their date of issuance.

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**

Thomas Schmidt, the President of the Company, is knowledgeable about the material change and this report. His business telephone number is 604-685-9316.

Item 9 **Date of Report**

August 28, 2023