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

August 8, 2024

Item 3 News Release

On June 13, 2024, July 26, 2024 and August 9, 2024, 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 4,283,333 common shares in the capital of the Company ("**Common Shares**") for aggregate gross proceeds of approximately C$1,285,000 (the "**Private Placement**"). The Private Placement was completed in two tranches with closings on July 24, 2024 (the **"First Tranche**") and August 8, 2024 (the "**Second Tranche**").

Item 5 Full Description of Material Change

On July 25, 2024, in connection with the First Tranche, the Company issued and sold, on a non-brokered private placement basis, 3,551,243 Common Shares, at a price of C$0.30 per Unit, for gross proceeds of approximately C$1,065,372.90.

On August 8, 2024, in connection with the Second Tranche, the Company issued and sold, on a non-brokered private placement basis, 732,090 Common Shares, at a price of $0.30 pr Unit, for gross proceeds of approximately C$219,627.

The Company paid C$7,500 and C$7,200 as finder's fees to two arm's length agents who assisted the Company in connection with the first tranche. No finder's fees were paid in connection with the second tranche.

The subscription of three insiders of the Company in the Private Placement accounted for $79,500 or approximately 6.19% of the gross proceeds. Participation by such insiders is exempt from the valuation and minority shareholder approval requirements.

Following completion of the Offering, the Company has 66,527,316 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 21, 2024