

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

ITEM 1. NAME AND ADDRESS OF COMPANY

Element 29 Resources Inc. (the “**Company**”)
1005 – 409 Granville Street
Vancouver, BC V6E 1C2

ITEM 2. DATE OF MATERIAL CHANGE

September 13, 2023

ITEM 3. NEWS RELEASES

Issued on September 13, 2023, and distributed through the facilities of Newsfile Corp. and filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

ITEM 4. SUMMARY OF MATERIAL CHANGE

On September 13, 2023, the Company announced that it had closed its private placement originally announced on July 31, 2023 and September 7, 2023 and had successfully raised gross proceeds of \$2,856,788 through the issuance of 19,045,253 units (“**Units**”) at a price of \$0.15 per Unit, with each Unit consisting of one common share (a “**Share**”) and one warrant (each a “**Warrant**”). Each Warrant entitles the holder to purchase one additional Share of the Company (a “**Warrant Share**”) at a price of \$0.25 per Share until September 13, 2025. In consideration of arranging the private placement, the Company paid aggregate cash finder’s fees of \$144,007.

The Shares, Warrants, and any Warrant Shares issued upon exercise of the Warrants are subject to a hold period and may not be traded until January 14, 2024 except as permitted by applicable securities legislation and the rules and policies of the TSX Venture Exchange. The proceeds from the sale of the Units will be used to fund the Company’s exploration programs and for general working capital.

Certain insiders of the Company (the “**Interested Parties**”) subscribed for an aggregate of 1,120,000 Units, representing approximately 5.8% of the total Units sold in the private placement. Accordingly, the private placement is to that extent a related party transaction under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”).

The following table sets out the number of Units purchased by each Interested Party under the private placement as well the shareholdings of the Interested Parties prior to and following completion of the private placement:

	Units Purchased under the Private Placement	Shareholdings Prior the Private Placement		Shareholdings Following the Private Placement⁽¹⁾	
Name		Number of Shares	Percentage	Number of Shares	Percentage
Globetrotters Resource Group	600,000	10,933,765	12.53%	12,133,765	11.4%
Steve Stakiw	200,000	371,500	0.42%	771,500	0.72%
Paul Johnson	20,000	1,502,500	1.7%	1,542,500	1.4%
Lexore Capital Corp.	300,000	1,195,000	1.3%	1,795,000	1.6%
Total:	1,120,000	14,002,765	16.05%	16,242,765	15.28%

⁽¹⁾ On a partially diluted basis assuming exercise of the warrants comprising the Units purchased by such Interested Party under the private placement

In connection with the private placement, each of the Interested Parties entered into a subscription agreement with the Company containing customary provisions and on the same terms as the arm's length subscribers to the private placement.

The Company did not file a material change report more than 21 days before the expected closing of the private placement as the details of the private placement and the participation therein by related parties of the Company were not settled until shortly prior to closing and the Company wished to close the private placement on an expedited basis for sound business reasons. In addition, the Company determined that only the completion of the private placement constituted a material change under applicable securities laws.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See the Company's news releases dated September 13 2023 attached as Schedule "A" hereto.

ITEM 5.2 DISCLOSURE ON 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

Contact: Terese Gieselman, CFO
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ITEM 9. DATE OF REPORT

September 23, 2023

Schedule "A"
News Release dated September 13, 2023
(See attached)

Element 29 Closes Private Placement of \$2.86 Million

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Vancouver, British Columbia — (September 13, 2023) – Element 29 Resources Inc. (TSXV: ECU) (OTCQB: EMTRF) (BVL: ECU) ("Element 29" or the "Company") announces it has closed its non-brokered private placement financing of 19,045,253 units (the "Units") at a price of \$0.15 per Unit for aggregate gross proceeds of \$2,856,788 (the "Financing").

Each Unit issued under the Financing consists of one common share in the capital of the Company (a "Common Share") and one non-transferable Common Share purchase warrant (a "Warrant"). Each Warrant is exercisable for one Common Share (a "Warrant Share") at an exercise price of \$0.25 per Warrant Share until September 13, 2025.

Insiders of the Company participated in the Offering for an aggregate amount of 1,120,000 Units. Such participation is considered a related party transaction under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). In completing such transaction, the Company relied on exemptions from the formal valuation and minority shareholders approval requirements provided under sections 5.5(a) and 5.7(a) of MI 61-101 on the basis that the Insiders' participation in the Offering did not exceed 25% of the fair market value of the Company's market capitalization.

In connection with the Offering and in accordance with the policies of the TSX Venture Exchange the Company paid aggregate cash finder's fees totaling \$144,007.

The net proceeds from the Financing will be used to fund exploration activities at the Company's Peru projects and for general working capital. All securities issued pursuant to the Financing are subject to a statutory four month and one day hold period expiring on January 14, 2024.

Details of the Offering were previously announced on July 31, 2023 and September 7, 2023.

This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any U.S. state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable U.S. state securities laws, or an exemption from such registration requirements is available.

About Element 29 Resources Inc.

Element 29 Resources Inc. is an emerging copper exploration and development company focused on advancing its portfolio of Peruvian projects towards development in one of the world's more established mining jurisdictions. Element 29's growth strategy is led by our strong board and management, who have a proven track record of discovery and delivering value to our shareholders.

The Company's principal objective is to explore and develop its Elida Porphyry Copper Deposit in west-central Peru and its Flor de Cobre Porphyry Copper Project located in the Southern Peru Copper Belt, 26 km southeast from Freeport-McMoRan's Cerro Verde copper mine. Both projects are well located for potential mine development and will benefit from nearby infrastructure including roads, powerlines, ports, water, and a skilled workforce.

More information is available at www.e29copper.com.

For more information:

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Neither the TSX-V nor its Regulation Service Provider (as that term is defined in the policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this press release.

Cautionary Note Regarding Forward-Looking Statements

*This press release contains certain forward-looking information and forward-looking statements within the meaning of applicable Canadian securities legislation (collectively, "**Forward-looking Statements**"). Any statements that are contained in this press release that are not statements of historical fact may be deemed to be Forward-looking Statements. Forward-looking Statements are frequently, but not always, identified by words such as "may", "will", "intends", "proposed", "believes", "continues", "plans", "expects" or similar expressions (or the negative and grammatical variations of any of these terms). Forward-looking Statements in this press release include, but are not limited to, statements with respect to: the intended use of net proceeds from the Financing; the Company's resource properties and future capital requirements; and the Company's plans, focus and objectives.*

Forward-looking Statements involve various risks and uncertainties and are based on certain factors and assumptions. Although Element 29's management considers these beliefs and assumptions reasonable based on currently available information, there can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Forward-looking Statements necessarily involve known and unknown risks, and important factors, among others, that could cause actual results to differ materially from the Company's expectations include: uncertainties related to; fluctuations in copper and other commodity prices; uncertainties inherent in the exploration of mineral properties; risks associated with general economic conditions; changes in legislation, income tax and regulatory matters; currency and interest rate fluctuations; inability to access sufficient capital from internal and external sources; and other risk factors set forth in the Company's prospectus under the heading "Risk Factors".

Readers are further cautioned not to place undue reliance on Forward-looking Statements as there can be no assurances that the plans, intentions or expectations upon which they are placed will occur. The Company undertakes no obligation to update or revise any Forward-looking Statements, whether as a result of new information, future events or otherwise, except as may be required by law. New factors emerge from time to time, and it is not possible for Element 29 to predict all of them, or assess the impact of each such factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any Forward-looking Statement. Any Forward-looking Statements contained in this press release are expressly qualified in their entirety by this cautionary statement.