

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Heliostar Metals Ltd.
Suite 700, 1090 West Georgia Street
Vancouver, BC V6E 3V7
(the “**Company**”)

Item 2. Date of Material Change

December 8, 2023

Item 3. News Release

The news release was issued on December 11, 2023, and was disseminated by Newsfile, filed on SEDAR and posted to the Company’s website.

Item 4. Summary of Material Change

The Company announced the successful completion of the Company’s warrant exercise incentive program, as previously announced on November 14, 2023. A total of 17,581,544 common shares in the capital of the Company were issued upon the exercise of 17,581,544 previously outstanding share purchase warrants, providing aggregate gross proceeds of \$5,274,463.20 to the Company.

Item 5. Full Description of Material Change

The Company announced the successful completion of the Company’s warrant exercise incentive program, as previously announced on November 14, 2023 (the “Incentive Program”). A total of 17,581,544 common shares in the capital of the Company (each a “Common Share”) were issued upon the exercise of 17,581,544 previously outstanding share purchase warrants (the “Outstanding Warrants”), providing aggregate gross proceeds of \$5,274,463.20 to the Company.

For every Outstanding Warrant exercised, the holders of such Outstanding Warrant received the one Common Share to which they were otherwise entitled under the terms of the Outstanding Warrants and one-third of one common share purchase warrant (the “Incentive Warrant”). Each whole Incentive Warrant will allow the holder to acquire one Common Share at an exercise price of \$0.40 for a period of two years following the date of the issuance of the Incentive Warrant. A total of 5,860,504 Incentive Warrants were issued pursuant to the Incentive Program.

Holders of 46,363,630 Outstanding Warrants issued on March 16, 2023 were eligible to participate in the Incentive Program. Following completion of the Incentive Program, there remains 28,782,086 Outstanding Warrants. For those holders of Outstanding Warrants who chose not to participate in the Incentive Program, the Outstanding Warrants will remain outstanding and continue to be exercisable for Common Shares on their current terms, until March 16, 2026 at which time any Outstanding Warrants that remain unexercised will expire and be cancelled pursuant to their terms.

The Incentive Warrants issued are subject to a hold period ending April 9, 2024. The Incentive Program is subject to the final acceptance of the TSX Venture Exchange.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Charles Funk
Chief Executive Officer, Director
Telephone: (604) 347-9772

Item 9. Date of Report

December 12, 2023