

**FORM 51-102F3**  
***Material Change Report***

**Item 1. Name and Address of Company**

Scottie Resources Corp. (“Scottie” or the “Company”)  
PO Box 48202 Bentall  
Vancouver, BC  
V7X 1H8

**Item 2. Date of Material Change**

October 19, 2023

**Item 3. News Release**

The News Release dated October 19, 2023, was disseminated via Cision and filed on SEDAR+.

**Item 4. Summary of Material Change**

Scottie announced that it has closed its non-brokered private placement (the “Private Placement”). A total of \$2,233,550 was raised in the Private Placement.

**Item 5.1 Full Description of Material Change**

Scottie announced the closing of its Private Placement previously announced on September 8, October 4, and October 6, 2023.

Pursuant to the Private Placement, the Company issued an aggregate of: (i) 3,985,000 non-flow-through units (the “NFT Units”) at a price of \$0.23 per NFT Unit; (ii) 4,112,500 flow-through shares (the “FT Shares”) at a price of \$0.24 per FT Share; and (iii) 1,000,000 charity low-through units (the “Charity FT Units”) at a price of \$0.33 per Charity FT Unit, for aggregate gross proceeds of \$2,233,550.

Each NFT Unit consists of one common share in the capital of the Company (a “Share”) and one-half of one common share purchase warrant (each whole warrant a “Warrant”). Each Warrant entitles the holder to purchase an additional Share (a “Warrant Share”) at an exercise price of \$0.35 per Warrant Share for a period of two (2) years from the date of issuance.

Each Charity FT Unit is comprised of one Share that qualifies as a “flow-through share” within the meaning of subsection 66(15) of the Tax Act and one-half of one Warrant. Each Warrant entitles the holder thereof to purchase a Warrant Share at an exercise price of \$0.35 per Warrant Share for a period of two (2) years from the date of issuance.

In connection with the Private Placement, the Company issued 236,100 finder’s warrants (each a “Finder’s Warrant”) and paid cash commissions of \$54,303 to certain finders. Each Finder’s Warrant entitles the holder thereof to purchase one Share of the Company at a price of \$0.23 per Share for a period of two (2) years from the date of issuance.

The Company intends to use the gross proceeds raised from the sale of FT Shares and Charity FT Units for exploration and related programs on the Company’s Scottie and

Blueberry mineral properties which qualify as “Canadian Exploration Expenses” as such term is defined in paragraph (f) of the definition of “Canadian exploration expense” in subsection 66.1(6) of the Tax Act, and “flow through mining expenditures” as defined in subsection 127(9) of the Tax Act that will qualify as “flow-through mining expenditures”, and “BC flow-through mining expenditures” as defined in subsection 4.721(1) of the Income Tax Act (British Columbia), which will be incurred on or before December 31, 2024 and renounced with an effective date no later than December 31, 2023, to the initial purchasers of Charity FT Units and FT Shares.

The Company intends to use the proceeds raised from the sale of NFT Units for general working capital and administrative purposes.

The securities offered in the Private Placement are subject to a four month and a day transfer restriction from the date of issuance in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

**Item 5.2 Disclosure for Restructuring Transaction**

Not Applicable.

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

Not Applicable.

**Item 7. Omitted Information**

Not Applicable.

**Item 8. Executive Officer**

The following Executive Officer of the Company is available to answer questions regarding this report:

Bradley Rourke, Chief Executive Officer, 250-877-9902

**Item 9. Date of Report**

October 30, 2023