

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

**1. Name and Address of Company**

Latin Metals Inc. (the "**Company**" or "**Latin Metals**")  
320 Granville Street, Suite 870  
Vancouver, British Columbia V6C 1S9

**2. Date of Material Change**

February 18, 2026.

**3. News Release**

A news release was disseminated on February 18, 2026 via Newsfile Corp., and was filed on SEDAR+.

**4. Summary of Material Change**

On February 18, 2026, the Company announced that it has closed its previously announced plan of arrangement with Latin Explore Inc. ("**Latin Explore**"), whereby pursuant to an arrangement agreement dated December 8, 2025 between the Company and Latin Explore, the Company spun out its interests in the Para copper project and Auquis copper project located in Peru (the "**Properties**") to Latin Explore (the "**Spin-Out**").

The Spin-Out was completed by way of a statutory plan of arrangement under the British Columbia *Business Corporations Act* (the "**Arrangement**"). The Arrangement involved, among other things, the distribution of approximately 10,944,000 common shares of Latin Explore (each, a "**Latin Explore Share**") to the Company's shareholders (the "**Shareholders**"), other than dissenting Shareholders, in proportion to their respective holdings of common shares of the Company (each, a "**Latin Metals Share**"). Following the completion of the Arrangement, in addition to receiving Latin Explore Shares, Shareholders will continue to hold their interests in the Company in the form of New Latin Metals Shares (as defined below).

**5. Full Description of Material Change**

On February 18, 2026, the Company announced that it has closed the Arrangement, pursuant to which the Company spun out its interests in the Properties to Latin Explore. The Arrangement involved, among other things, the distribution of 10,944,000 Latin Explore Shares to the Shareholders, other than dissenting Shareholders, in proportion to their respective holdings of Latin Metals Shares. The Company retained 2,736,000 Latin Explore Shares.

As part of the Arrangement:

- (a) the authorized share structure of Latin Metals was altered by:
  - (i) renaming and redesignating all of the issued and unissued Latin Metals Shares as "Class A common shares without par value", and altering the special rights and restrictions attached to those shares to provide the holders thereof with two votes

in respect of each share held; and

- (ii) creating a new class consisting of an unlimited number of "common shares without par value" (each, a "**New Latin Metals Share**") with terms and special rights and restrictions identical to those of the Latin Metals Shares immediately prior to the effective date of the Arrangement;
- (b) each of the issued and outstanding Latin Metals Shares were exchanged for:
- (i) one (1) New Latin Metals Share; and
  - (ii) 0.07904222 (the "**Exchange Ratio**") of a Latin Explore Share;
- and the registered holders of the Latin Metals Shares were removed from the securities register of Latin Metals as the holders of such Latin Metals Shares, and were added to the securities register of Latin Metals as the holders of the number of New Latin Metals Shares that they received on the exchange set forth above, and the Latin Explore Shares transferred to the then holders of the Latin Metals Shares were registered in the name of the former holders of the Latin Metals Shares and Latin Metals provided Latin Explore notice to make the appropriate entries in the securities register of Latin Explore;
- (c) all of the issued Latin Metals Shares were cancelled with the appropriate entries being made in the securities register of Latin Metals, and the aggregate paid-up capital (as that term is used for purposes of the Income Tax Act) of the New Latin Metals Shares was equal to that of the Latin Metals Shares immediately prior to the effective time of the Arrangement less the fair market value, immediately before the effective time of the Arrangement, of the Latin Explore Shares distributed pursuant to subsection (b) above;
  - (d) the Latin Metals Shares, none of which were issued or outstanding once the steps above were completed, were cancelled and the authorized share structure of Latin Metals was changed by eliminating the Latin Metals Shares; and
  - (e) the notice of articles of Latin Metals was amended to reflect the alterations set forth above.

Prior to the completion of the Arrangement, a non-brokered private placement (the "**Concurrent Financing**") of 30,000,000 subscription receipts (each, a "**Subscription Receipt**") was completed by 1559749 B.C. Ltd. ("**Finco**") for aggregate gross proceeds of \$3,000,000 at a price of \$0.10 per Subscription Receipt. Each Subscription Receipt was converted into a unit of Finco (each, a "**Finco Unit**"), with each Finco Unit consisting of one (1) common share in the capital of Finco and one-half of one (1/2) common share purchase warrant of Finco (each whole warrant, a "**Finco Warrant**"). Each Finco Warrant entitled the holder thereof to purchase one Finco Share at a price of \$0.20 per share at any time on or before 4:00 p.m. Vancouver time on December 23, 2027. Finco paid finder's fees on a portion of the Concurrent Financing equal to up to 7% of the total gross proceeds raised and non-transferable finder's warrants (each, a "**Finder's Warrant**") equal to up to 7% of the total number of Subscription Receipts issued. Each Finder's Warrant was exercisable into one (1) Finco Share at an exercise price of \$0.10 per Finco Share for a period of 12 months from the date of issuance.

Subsequently, Latin Explore and Finco completed a share exchange whereby each Finco Share was exchanged for one (1) Latin Explore Share and each Finco Warrant and Finder's Warrant was exchanged for a Latin Explore Share purchase warrant entitling the holder thereof to receive one (1) Latin Explore Share, on the schedule and terms established at the time of the respective issuances of such Finco Warrants and Finder's Warrants.

The New Latin Metals Shares will be listed on the TSX Venture Exchange (the "TSXV") at the market opening on February 20, 2026. Latin Explore is now a reporting issuer and has applied to list the Latin Explore Shares on the TSXV. Further information regarding the Arrangement can be found in the notice of meeting and management information circular of the company dated December 12, 2025 and filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

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

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officer**

Keith Henderson  
President & Chief Executive Officer  
Telephone: 604-638-3456

**9. Date of Report**

February 24, 2026