

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

NeoTerrex Minerals Inc. (the "**Company**" or "**NeoTerrex**")
1875 Maurice-Gauvin Street, Suite 301
Laval, Quebec H7S 2M5

Item 2 Date of Material Change

December 6, 2024

Item 3 News Release

A news release relating to the material changes described herein was released via the facilities of Newsfile Corp. on December 6, 2024.

Item 4 Summary of Material Change

The Company announced that, subject to the approval of the TSX Venture Exchange, it has entered into a letter agreement with Integral Wealth Securities Limited to assist NeoTerrex in maintaining active and orderly trading in the market for its securities.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see attached Schedule "A" for further details regarding the news release disseminated.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

No information has been omitted from this report on the basis that it is confidential information.

Item 8 Executive Officer

Mathieu Stephens
President, Chief Executive Officer and Director
Telephone: (343) 308-2648

Item 9 Date of Report

December 16, 2024

SCHEDULE "A"

(please see attached)

NeoTerrex Minerals Announces Entering into a Market Making Agreement

Ottawa, Ontario--(Newsfile Corp. - December 6, 2024) - NeoTerrex Minerals Inc. (TSXV: NTX) ("NeoTerrex" or the "Company") is pleased to announce that, subject to the approval of the TSX Venture Exchange, it has entered into a letter agreement with Integral Wealth Securities Limited ("Integral") to assist NeoTerrex in maintaining active and orderly trading in the market for its securities.

The letter agreement with Integral is effective December 9, 2024 for a period of not less than three months and may be terminated after three months with 30 days' notice. Integral will receive a monthly fee of \$6,000, plus any applicable taxes. Integral will not receive shares or options as compensation. However, Integral and its clients may own or acquire a direct interest in the securities of the Company. The Company and Integral are unrelated and unaffiliated entities. Integral is a member of the Canadian Investment Regulatory Organization ("CIRO") and can access all Canadian Stock Exchange and Alternative Trading Systems. The capital and securities required for trades undertaken by Integral as principal are provided by Integral.

About NeoTerrex

The Company is currently advancing its prospective critical minerals projects located in the province of Quebec with the majority of its projects located within or near areas with excellent infrastructure. NeoTerrex is positioning itself to capitalize on the growing critical minerals sector in North America with the exploration and development of new deposits.

About Integral

Integral Wealth Securities Limited is a national independent investment dealer. Founded in 2003, the firm has established capabilities in market making, wealth management and investment banking. The firm's FINRA-regulated US broker dealer affiliate, Integral Wealth Securities LLC, is engaged in investment banking and private placements.

For further information, please contact:

NeoTerrex Minerals Inc.
Mathieu Stephens, President & Chief Executive Officer
info@neoterrex.com
343-308-2648

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This news release may contain certain forward-looking information and statements, including without limitation, statements pertaining to the Company's ability to obtain necessary approvals from the TSX Venture Exchange with respect to the letter agreement with Integral. All statements included herein, other than statements of historical fact, are forward-looking information and such information involves various risks and uncertainties. The Company does not undertake to update any forward-looking information except in accordance with applicable securities laws. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. A description of assumptions used to develop such forward-looking information and a description of risk factors that may cause actual results to differ materially from forward-looking information can be found in the Company's disclosure documents on the SEDAR+ website at www.sedarplus.ca.



To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/232908>