

## FORM 51-102F3

### MATERIAL CHANGE REPORT

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

Fortune Minerals Limited (the “**Company**”)  
617 Wellington Street  
London, Ontario, Canada  
N6A 3R6

**Item 2. Date of Material Change**

May 21, 2024.

**Item 3. News Release**

Press release issued by the Company on May 22, 2024, in respect to the material change referred to in this report via a Canadian news wire service, a copy of which has been filed via SEDAR+.

**Item 4. Summary of Material Change**

On May 21, 2024, the Company entered into a convertible security funding agreement for gross proceeds of up to \$10,000,000, with a first drawdown of \$1,250,000.

**Item 5. Full Description of Material Change**

On May 21, 2024, the Company entered into an up to \$10,000,000 convertible security agreement (the “**Funding Agreement**”) with Lind Global Fund II, LP, an entity managed by The Lind Partners, a New York based institutional fund manager (together “**Lind**”). The first drawdown of \$1,250,000 closed on May 21, 2024. Subject to further agreement by the parties, an additional drawdown under the Funding Agreement can be made on satisfaction of certain conditions.

The convertible security issued pursuant to the first drawdown under the Funding Agreement has a two-year term and accrues a simple interest rate obligation of 14% per annum on the funded amount, which is prepaid and attributed to the face value of the convertible security upon issuance, resulting in a face value of \$1,600,000 (the “**Face Value**”). Lind is entitled to convert the Face Value amount over a 24-month period, subject to certain limits, at a conversion price equal to (i) for the first drawdown, the greater of (a) 80% of the 5-day volume weighted average price (“**VWAP**”), and (b) the 5-day VWAP less the maximum allowable discounts, immediately prior to the conversion date; and (ii) for subsequent drawdowns, 85% of the 5-day VWAP immediately prior to the conversion date. The convertible security matures on May 21, 2026. Commencing 180 days after the closing in respect of the first drawdown (and 60 days after the closing in respect of subsequent drawdowns), the Company has the right to repurchase the convertible security, subject to Lind’s option to convert up to one third of the Face Value into the Company’s common shares prior to such repurchase.

In conjunction with the closing of the first drawdown under the Funding Agreement, Lind received a closing fee of \$50,000, and 12,500,000 common share purchase warrants. Each warrant entitles Lind to purchase one common share of the Company at a price of \$0.065 per common share until May 21, 2029.

The Company has received conditional approval of the TSX in connection with the first drawdown.

This material change report is not an offer of securities for sale in the United States. The securities have not been and will not be registered under the US Securities Act of 1933, as amended (the “US Securities Act”), and may not be offered or sold in the United States or to US persons (as defined in Regulation S under the US Securities Act) absent registration or an applicable exemption from registration. All currency reported in this release is in Canadian dollars.

**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 material change report.

**Item 8. Executive Officer**

Patricia Penney  
Chief Financial Officer  
Tel: (519) 858-8188  
E-mail: [ppenney@fortuneminerals.com](mailto:ppenney@fortuneminerals.com)

**Item 9. Date of Report**

May 24, 2024.