

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Euro Sun Mining Inc. (“**Euro Sun**” or the “**Company**”)
198 Davenport Road
Toronto, Ontario
M5R 1J2

ITEM 2 Date of Material Change:

December 19, 2024

ITEM 3 News Release:

A news release was issued by the Company on December 19, 2024 and was subsequently filed on SEDAR.

ITEM 4 Summary of Material Change:

On December 19, 2024 the Company announced that it has closed a second tranche (the “**Second Tranche**”) of its previously announced non-brokered private placement financing of units of the Company (the “**Offering**”).

ITEM 5 Full Description of Material Change:

The Company closed the closed a second tranche (the “**Second Tranche**”) of its previously announced non-brokered private placement financing of units of the Company (the “**Offering**”). Pursuant to the closing of the Second Tranche, the Company issued 15,863,907 units of the Company (each a “**Unit**” and collectively, the “**Units**”) at a price of C\$0.05 per Unit for gross proceeds of C\$793,195.35. Each Unit consists of one common share of the Company (each, a “**Common Share**”) and one common share purchase warrant (each a “**Warrant**”). Each Warrant will entitle the holder to acquire one additional Common Share of the Company at an exercise price of C\$0.05 per Common Share until two years from the issue date. No finder’s fees were paid in connection with closing of the Second Tranche.

Carlo Livolsi, Chairman of the Company, Grant Sboros, Chief Executive Officer of the Company, Ryan Ptolemy, Chief Financial Officer of the Company and Kenny Choi, Corporate Secretary of the Company, subscribed for Units pursuant to the Offering (collectively, the “**Insider Participation**”). Following completion of the Offering, Mr. Livolsi beneficially held 18,010,000 Common Shares and 8,906,000 Warrants, representing approximately 4.79% and 7.16% of the Company’s issued and outstanding shares on an undiluted and partially diluted basis, respectively, Mr. Sboros beneficially held 19,755,359 Common Shares and 3,761,126 Warrants, representing approximately 5.263% and 6.26% of the Company’s issued and outstanding shares on an undiluted and partially diluted basis, respectively, Mr. Ptolemy held 1,932,300 Common Shares and 1,193,300 Warrants, representing approximately 0.51% and 1.02% of the Company’s issued and outstanding shares on an undiluted and partially diluted basis, respectively, and Mr. Choi held 1,530,000 Common Shares and 1,330,000 Warrants, representing

approximately 0.40% and 0.76% of the Company's issued and outstanding shares on an undiluted and partially diluted basis, respectively.

Although pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) the Insider Participation constitutes a “related party transaction”, the Company is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that the value of the subscription is less than 25% of the Company's market capitalization, as determined in accordance with MI 61-101. To the knowledge of the Company, there have been no prior valuations of the Company (as contemplated under MI 61-101) in the 24-month period prior to the date of this report that relate to the subject matter of or that are otherwise relevant to the Offering or the Insider Participation.

The members of the Company's board of directors determined that the Offering and the Insider Participation were in the Company's best interests and were fair to the minority security holders, and unanimously approved the transactions. No special committee was established in connection with the Offering or the Insider Participation, and no materially contrary view or abstention was expressed or made by any director. The Company did not file a material change report more than 21 days before closing the Offering as the details of the abovementioned Insider Participation were not settled until shortly prior to closing of the Second Tranche, and the Company wished to close the Second Tranche of the Offering on an expedited basis.

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:

Grant Sboros
Chief Executive Officer
info@eurosunmining.com
416 843-2099

ITEM 9 Date of Report:

December 29, 2024

