

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1      Name and Address of Company**

Cosa Resources Corp. (the “Company”)  
Suite 801 - 1295 Richards Street  
Vancouver, British Columbia  
V6B 1B7

**Item 2      Date of Material Change**

June 27, 2022 and July 4, 2022

**Item 3      News Release**

News releases were disseminated on June 28, 2022 and July 5, 2022 through The Newswire and filed on SEDAR.

**Item 4      Summary of Material Change**

The Company announced that it had entered into a share exchange agreement (the “Agreement”) with Polaris Uranium Corp. (“Polaris”) and each of the shareholders of Polaris (the “Polaris Shareholders”), pursuant to which the Company would acquire all of the issued and outstanding shares of Polaris in exchange for 4,300,000 common shares of the Company (the “Acquisition”). The Acquisition was completed on July 4, 2022.

**Item 5      Full Description of Material Change**

**5.1      Full Description of Material Change**

On June 28, 2022, the Company announced that it had entered into the Agreement with Polaris and the Polaris Shareholders. Pursuant to the Agreement, the Company agreed to acquire all of the issued and outstanding shares of Polaris from the Polaris Shareholders in exchange for 4,300,000 common shares of the Company (the “Consideration Shares”).

On July 5, 2022, the Company announced the closing of the Acquisition. The Consideration Shares were issued to the Polaris Shareholders on July 4, 2022 and each Polaris Shareholder received one Consideration Share in exchange for each Polaris share held. All Consideration Shares are subject to a 24-month hold period, with 25% of the Consideration Shares being released every six months, commencing January 4, 2023.

**5.2 Disclosure for Restructuring Transactions**

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**

For further information, contact:

Wes Short  
Chief Financial Officer  
Telephone: +1 888 899 2672

**Item 9 Date of Report**

July 7, 2022