

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

ITEM 1. NAME AND ADDRESS OF COMPANY

HAPPY CREEK MINERALS LTD. (the "Company")

Suite 1200, 750 West Pender Street
Vancouver, British Columbia
V6C 2T8

ITEM 2. DATE OF MATERIAL CHANGE

December 2, 2024

ITEM 3. NEWS RELEASE

A press release setting out information relating to the material change described herein was issued by the Company on December 2, 2024 and disseminated through the facilities of TheNewswire and filed on SEDAR+.

ITEM 4. SUMMARY OF MATERIAL CHANGES

The Company announced that it closed the Final Tranche of its non-brokered private placement. In connection with closing the Final Tranche, The Company issued 1,000,000 units (each, a "Unit") at a price of \$0.05 per Unit for aggregate gross proceeds of \$50,000. Each Unit consists of one common share in the capital of the Company (each, a "Common Share") and one non-transferable Common Shares purchase warrant (each, a "Warrant"). Each Warrant is exercisable into one Common Share at a price of \$0.075 per Common Share for a period of 24 months from the date of issue.

Directors, management and insiders purchased an aggregate 3,600,000 Units, representing approximately 36.0% of the total number of Units sold in the Private Placement, with the associated common shares representing approximately 2.44% of the then outstanding shares as of the closing (and if the associated warrants are exercised, an aggregate of 7,200,000 common shares representing approximately 4.88% of the then outstanding shares as of the closing). The purchase of such Units shall be considered to be a related-party transactions under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101") due to the participation of certain directors and officers of the Company, but shall be exempted from the requirements to obtain a formal valuation and to obtain minority approval pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the purchase of securities shall not exceed 25% of the Corporation's market capitalization.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the attached news release.

ITEM 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 on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: Jason Bahnsen, CEO
Email: jbcanada201@gmail.com

ITEM 9. DATE OF REPORT

DATED December 2, 2024



Happy Creek Closes Previously Announced Non-Brokered Private Placement

Not for distribution to United States Newswire Services or for dissemination in the United States

December 2, 2024, Vancouver, British Columbia – Happy Creek Minerals Ltd. (TSX-V: HPY) (“Happy Creek” or the “Company”) is pleased to announce it has closed the non-brokered private placement for total aggregate gross proceeds of \$500,000 (the “Private Placement”).

As announced by the Company on August 20, 2024, the acceptance of a final tranche of the Private Placement was dependent on the approval of a Personal Information Form (the “PIF”) by the TSX Venture Exchange (the “TSX”) for one of the investors (the “Investor”) in the Private Placement (the “Final Tranche”). The TSX has informed the Company that the Investor’s PIF has been approved and Happy Creek is cleared to close the Final Tranche of the Private Placement.

In connection with closing the Final Tranche, Happy Creek issued 1,000,000 units (each, a “Unit”) at a price of \$0.05 per Unit for aggregate gross proceeds of \$50,000. Each Unit consists of one common share in the capital of the Company (each, a “Common Share”) and one non-transferable Common Shares purchase warrant (each, a “Warrant”). Each Warrant is exercisable into one Common Share at a price of \$0.075 per Common Share for a period of 24 months from the date of issue.

On September 19, 2024, Happy Creek announced the closing of the first tranche of the Private Placement issuing 9,000,000 Units for total gross proceeds of \$450,000 (the “First Tranche”). With the closing of the Final Tranche, Happy Creek has issued a total 10,000,000 Units in the Private Placement for total aggregate gross proceeds of \$500,000.

The Company plans to use the proceeds of the Private Placement to complete exploration work on its projects as well as for general corporate working capital purposes.

Directors, management and insiders purchased an aggregate 3,600,000 Units, representing approximately 36.0% of the total number of Units sold in the Private Placement, with the associated common shares representing approximately 2.44% of the then outstanding shares as of the closing (and if the associated warrants are exercised, an aggregate of 7,200,000 common shares representing approximately 4.88% of the then outstanding shares as of the closing). The purchase of such Units shall be considered to be a related-party transactions under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”) due to the participation of certain directors and officers of the Company, but shall be exempted from the requirements to obtain a formal valuation and to obtain minority approval pursuant to

sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the purchase of securities shall not exceed 25% of the Corporation's market capitalization.

Securities issued pursuant to the Private Placement will be subject to a statutory hold period of four months from the date of closing.

No finders fees are payable in connection with the closing of the Final Tranche. In connection with the First Tranche of the Private Placement the Company paid \$14,700 and has issued 294,000 broker warrants having the same terms as the Warrants, in payment of finder fees.

On behalf of the Board of Directors,

"Jason Bahnsen"

President and Chief Executive Officer

FOR FURTHER INFORMATION, PLEASE CONTACT:

Jason Bahnsen

Email: info@happycreekminerals.com

About Happy Creek Minerals Ltd.

Happy Creek is focused on making new discoveries and building resources in proximity to infrastructure on the Company's 100-percent-owned portfolio of diversified metals projects in British Columbia.

Projects include the high-grade Fox Tungsten deposit, the Silverboss molybdenum-copper-gold-silver project adjacent to Glencore's closed Boss Mountain molybdenum mine and the adjacent Hen-Art-DL gold and silver project.

On November 7, 2024, Happy Creek announced the closing of the sale of the Highland Valley Copper Project to Metal Energy Corp. (TSX:V MERG) ("Metal Energy"). Happy Creek holds 9.9% of Metal Energy issued capital and up to a 2.5% Net Smelter Return royalty on the Highland Valley mineral claims.

Happy Creek is committed to responsible mineral resource development. The Company's priority is to build and sustain mutually beneficial relationships with Indigenous Communities in the territories in which the Company explores.

Additional information relating to Happy Creek Minerals Ltd. may be obtained or viewed on the SEDAR+ website at www.sedarplus.ca or on the Company's website at www.happycreekminerals.com.

Forward Looking Statement

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

This press release contains "forward-looking information" within the meaning of applicable securities laws, including statements that address capital costs, recovery, grade, and timing of work or plans at the Company's mineral projects. Forward-looking information may be, but not always, identified by the use of words such as "seek", "anticipate", "foresee", "plan", "planned", "continue", "expect", "thought to", "project", "predict", "potential", "targeting", "intends", "believe", "opportunity", "further" and others, or which describes a goal or action, event or result such as "may", "should", "could", "would", "might" or "will" be undertaken, occur or achieved. Statements also include those that address future mineral production, reserve potential, potential size or scale of a mineralized zone, potential expansion of mineralization, potential type(s) of mining, potential grades as well as to Happy Creek's ability to fund ongoing expenditure, or assumptions about future metal or mineral prices, currency exchange rates, metallurgical recoveries and grades, favourable operating conditions, access, political stability, obtaining or renewal of existing or required mineral titles, licenses and permits, labour stability, market conditions, availability of equipment, accuracy of any mineral resources, anticipated costs and expenditures. Assumptions may be based on factors and events that are not within the control of Happy Creek and there is no assurance they will prove to be correct. Such forward-looking information involves known and unknown risks, which may cause the actual results to materially differ, and/or any future results expressed or implied by such forward-looking information. Additional information on risks and uncertainties can be found within Financial Statements, Prospectus and other materials found on the Company's SEDAR profile at www.sedarplus.ca. Although Happy Creek has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Happy Creek withholds any obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless required by law.