

## FORM 51-102F3

### MATERIAL CHANGE REPORT

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

AVANTI HELIUM CORP.  
208A - 980 West 1st Street  
North Vancouver, BC  
V7P 3N4

**Item 2. Date of Material Change**

August 30 and September 4, 2024

**Item 3. News Release**

A news release was issued on September 3<sup>rd</sup> and 4<sup>th</sup>, 2024 and subsequently filed on SEDAR+.

**Item 4. Summary of Material Change**

On September 3<sup>rd</sup>, 2024, Avanti Helium Corp. (TSX Venture: AVN) ("Avanti" or the "Company") announced it closed the first tranche ("First Tranche") of its previously announced non-brokered private placement (the "Offering") of units of the Company ("Units") by issuing 1,200,000 Units at a price of \$0.25 per Unit for aggregate gross proceeds of \$300,000.

On September 4<sup>th</sup>, 2024, Avanti announced it closed the second tranche issuing 1,000,000 Units at a price of \$0.25 per Unit for aggregate gross proceeds of \$250,000. Together with the First Tranche of the Offering, the Company issued an aggregate of 2,200,000 Units for aggregate gross proceeds of \$550,000.

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

On September 3<sup>rd</sup>, 2024, Avanti Helium Corp. (TSX Venture: AVN) ("Avanti" or the "Company") announced it closed the first tranche ("First Tranche") of its previously announced non-brokered private placement (the "Offering") of units of the Company ("Units") by issuing 1,200,000 Units at a price of \$0.25 per Unit for aggregate gross proceeds of \$300,000.

On September 4<sup>th</sup>, 2024, Avanti announced it closed the second tranche ("Second Tranche") issuing 1,000,000 Units at a price of \$0.25 per Unit for aggregate gross proceeds of \$250,000. Together with the First Tranche of the Offering, the Company issued an aggregate of 2,200,000 Units for aggregate gross proceeds of \$550,000.

Each Unit is comprised of one (1) common share of the Company (a "Share") and one (1) Share purchase warrant (each a "Unit Warrant"), with each Unit Warrant entitling the holder to purchase one (1) additional Share at a price of \$0.30 per Share for a period of one (1) year from the date of issuance.

Chris Bakker, the Chief Executive Officer and a director of the Company ("Bakker") purchased an aggregate of 2,000,000 Units in the First Tranche and the Second Tranche, and such participation is considered a "related party transaction" as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is exempt from the requirement to obtain a formal valuation and minority shareholder approval in connection with Bakker's

participation in the First Tranche and the Second Tranche in reliance of sections 5.5(a) and 5.7(a) of MI 61-101, respectively, on the basis that the participation in the First Tranche and the Second Tranche by Bakker did not exceed 25% of the fair market value of the Company's market capitalization.

In accordance with applicable securities laws and the policies of the TSX Venture Exchange, all Common Shares issued pursuant to the Offering are subject to a statutory hold period expiring four months from the date of issuance.

**Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

Brad Paterson  
CFO and Secretary  
(403) 384-0412

**Item 9. Date of Report**

September 5, 2024