

Form 51-102F3
Material Change Report

1. **Name and Address of Company**

Velocity Minerals Ltd. (the "**Issuer**")
890 - 999 West Hastings Street
Vancouver, British Columbia V6C 2W2

2. **Date of Material Change**

October 1, 2024

3. **News Release**

A news release was disseminated on October 1, 2024 via Newsfile Corp. and subsequently filed on SEDAR+.

4. **Summary of Material Change**

The Issuer announced that it had entered into a binding letter agreement dated October 1, 2024 (the "**Letter Agreement**") with Türkerler İnşaat Turizm Madencilik Enerji Üretim Ticaret ve Sanayi A.Ş. ("**Türkerler**"), a diversified company based in Ankara, Turkey, whereby Türkerler has agreed to purchase 100% of the Rozino gold project, together with certain licences, licence applications and associated tenures and rights (the "**Rozino Project**") and the interest of the Issuer in certain other Bulgarian mineral property assets, licences, licence applications and associated tenures and rights (collectively, the "**Non-Rozino Assets**"; together with the Rozino Project, the "**Subject Assets**") in consideration for USD \$59.0 million cash (the "**Transaction**").

5. **Full Description of Material Change**

The Issuer announced that it had entered into the Letter Agreement with Türkerler, a diversified company based in Ankara, Turkey, whereby Türkerler has agreed to purchase 100% of the Subject Assets in consideration for USD \$59.0 million cash.

Under the terms of the Letter Agreement and subject to acceptance by the TSX Venture Exchange (the "**TSXV**"), it is currently expected that the Transaction will be effected by way of a share purchase and sale transaction, pursuant to which Türkerler will purchase all of the issued and outstanding shares of certain Bulgarian subsidiaries of the Issuer. The purchase price for the Subject Assets will be USD \$59.0 million (the "**Purchase Price**"), payable in two tranches, as follows: (i) an initial non-refundable payment in the amount of USD \$15.0 million payable at the closing of the Transaction ("**Closing**"); and (ii) an additional payment in the amount of USD \$44.0 million (the "**Second Tranche Payment**") on or before the 18 month anniversary of the date of Closing, provided that if the Second Tranche Payment is paid by Türkerler on or before the 12 month anniversary of the date of Closing, then the amount of the Second Tranche Payment will be reduced by USD \$1.5 million to USD \$42.5 million. Gorubso-Kardzhali AD, which holds a 30% interest in the Rozino Project, will be entitled to 30% of the Purchase Price attributed to the Rozino Project. USD \$55.0 million of the Purchase Price is attributable to the Rozino Project.

Closing is currently scheduled for on or before January 31, 2025, and will be subject to customary conditions precedent, including, without limitation, satisfactory completion of due diligence by Türkerler, receipt of all necessary shareholder, board and regulatory (including TSXV) consents and approvals. The Transaction requires the favourable vote of 66 2/3% of the votes cast by the

Issuer's shareholders and the Issuer expects to set a shareholder meeting date to approve the Transaction in December 2024.

Türkerler and the Issuer will each, subject to certain terms and conditions in the Letter Agreement, be responsible for payment of a break or non-completion fee to the other party equal to 5% of the Purchase Price in certain circumstances if the Transaction does not proceed. Türkerler is an arm's length party to the Issuer, and finder's fees in the amount of 4% will be payable in connection with the Transaction.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

The name and telephone number of the executive officer of the Issuer who is knowledgeable about the material change and this Report is:

Keith Henderson
President & Chief Executive Officer
Telephone: 604-484-1233

9. **Date of Report**

October 3, 2024.

Forward looking and other cautionary statements

This report contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding the completion of the Transaction, the completion of the conditions precedent to the Transaction, the holding of a shareholder meeting to approve the Transaction, and the anticipated business plans and timing of future activities of the Issuer, are forward-looking statements. Although the Issuer believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Often, but not always, forward looking information can be identified by words such as "pro forma", "plans", "expects", "may", "will", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof, and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. In making the forward-looking statements in this report, the Issuer has applied several material assumptions, including without limitation, that market fundamentals will result in sustained precious metals demand and prices, the receipt of any necessary permits, licenses and regulatory approvals in connection with the Transaction in a timely manner, the availability of financing on suitable terms for the continued operation of the Issuer's business, and the Issuer's ability to comply with environmental, health and safety laws.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Issuer to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks and other factors include, among others, operating and technical difficulties in connection with mineral exploration and development and mine development activities at the Issuer's properties, estimation or realization of mineral reserves and mineral resources, requirements for additional capital, future prices of precious metals and copper, changes in general economic conditions, changes in the financial markets and in the demand and market price for commodities, possible variations in ore grade or recovery rates, possible failures of plants, equipment or processes to operate as anticipated, accidents,

labour disputes and other risks of the mining industry, delays or the inability of the Issuer to obtain any necessary permits, consents or authorizations required, including TSX Venture Exchange acceptance of the Transaction, financing or other planned activities, changes in laws, regulations and policies affecting mining operations, currency fluctuations, title disputes or claims limitations on insurance coverage and the timing and possible outcome of pending litigation, environmental issues and liabilities, risks relating to epidemics or pandemics such as COVID-19, including the impact of COVID-19 on the Issuer's business, risks related to joint venture operations, and risks related to the integration of acquisitions, as well as those factors discussed under the heading "Risk Factors" in the Issuer's latest Management Discussion and Analysis and other filings of the Issuer with the Canadian Securities Authorities, copies of which can be found under the Issuer's profile on the SEDAR+ website at www.sedarplus.ca.

Readers are cautioned not to place undue reliance on forward looking statements. Except as otherwise required by law, the Issuer undertakes no obligation to update any of the forward-looking information in this report or incorporated by reference herein.