

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

VISIONARY COPPER AND GOLD MINES INC.

1100 - 1199 West Hastings Street
Vancouver, BC V6E 3T5

(the "Company")

Item 2. Date of Material Change

February 2, 2026.

Item 3. News Release

The news release was issued on February 3, 2026, and was disseminated by Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it has granted 1,015,000 stock options to its directors, officers and consultants at an exercise price of \$0.80 per share. The Company also announced that it has approved the downward re-pricing and extension of 324,167 stock options, subject to required approvals.

Item 5. Full Description of Material Change

The Company announced that it has granted 1,015,000 stock options to its directors, officers and consultants at an exercise price of \$0.80 per share expiring five years from the date of grant. The options are subject to certain vesting requirements.

The Company has also approved the downward re-pricing and extension of 324,167 stock options. Under the proposed amendment: (i) 126,667 stock options will be amended by decreasing the exercise price from \$3.11 to \$0.80 and the expiry date will be extended from April 22, 2027 to April 22, 2032; (ii) 187,500 stock options will be amended by decreasing the exercise price of \$3.15 to \$0.80 and the expiry date will be extended from March 27, 2028 to March 27, 2033; and (iii) 10,000 stock options will be amended by decreasing the exercise price of \$3.00 to \$0.80 and the expiry date will be extended from May 29, 2028 to May 29, 2033. A total of 261,667 stock options being amended are held by insiders of the Company. As a result, the Company will be required to obtain disinterested shareholder approval of the proposed amendments. The amendments are also subject to acceptance by the TSX Venture Exchange.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Max Porterfield
Chief Executive Officer & Director
Email: max@visionarycoppergold.com

Item 9. Date of Report

February 12, 2026.