

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

Item 1 Name and Address of Company

Astra Exploration Inc.
Suite 1723, 595 Burrard Street
Vancouver, BC V7X 1J1
(the “**Company**”)

Item 2 Date of Material Change

November 7, 2024

Item 3 News Release

The news release was disseminated on November 8, 2024 through Newsfile and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company announced it had closed the previously announced non-brokered private placement (the “Offering”) of 33,333,161 units (each, a “Unit”) for gross proceeds of CAD \$1,999,989.66.

Under the Offering, the Company issued 33,333,161 Units priced at \$0.06 per Unit, with each Unit consisting of one common share and one-half common share purchase warrant (each whole warrant a “Warrant”). Each Warrant will entitle the holder to purchase one additional common share for \$0.10 for a period of twelve months from the Offering closing date. In addition to a statutory hold period of four months and one day, the shares issued in the Offering will be subject to a twelve-month hold period, and shares obtained through the exercise of the related Warrants will also be subject to a twelve-month hold from the date of the Offering closing, expiring November 7, 2025.

Item 5 Full Description of Material Change

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Insiders of the Company subscribed for an aggregate of 8,333,332 Units for gross proceeds of \$499,999.92 under the Offering. Participation by insiders of the Company in the Offering constitutes a related-party transaction as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The issuance of securities is exempt from the formal valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(b) of MI 61-101 as the common shares of the Company are listed on the TSX-V. The issuance of securities is also exempt from the

minority approval requirements of Section 5.6 of MI 61-101 pursuant to Subsection 5.7(1)(b) of MI 61-101 as the fair market value was less than \$2,500,000.

To accommodate strong insider demand and stay within TSX Venture Exchange regulatory guidelines on insider participation, Michael Gentile graciously reduced his subscription from the previously announced \$495,000, to \$445,000 or 7,416,666 units. Following this financing, Mr. Gentile owns 14,216,666 shares, equivalent to 16.9% of the total issued and outstanding shares, and a total of 4,708,333 warrants, representing a 21.3% ownership on a partially diluted basis.

The proceeds of the Offering will be used to fund a drill program on the Manchuria Project (see press releases dated July 9 and October 25, 2024) and for general working capital.

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:

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Chief Executive Officer
Tel. 208.830.0869
Email: brian.miller@astra-exploration.com

Item 9 Date of Report

November 8, 2024