

**NOTICE OF CHANGE IN CORPORATE STRUCTURE
PURSUANT TO
SECTION 4.9 OF NATIONAL INSTRUMENT 51-102**

Item 1: Name of the Parties to the Transaction

Arya Resources Ltd. (formerly Rebel Capital 2.0 Corp. – the “**Issuer**”); and 1271332 B.C. Ltd. (the “**Vendor**”)

Item 2: Description of the Transaction

The Issuer, a capital pool company listed on the TSX Venture Exchange, completed its qualifying transaction (the “**QT**”) through the acquisition of the Vendor’s option agreement with North Sask Ventures Ltd. to earn up to a 100% interest in the Wedge Lake Mineral Property in Saskatchewan, together with \$400,000 in cash (less previous advances and agreed upon re-imbursements). In consideration, the Vendor received 15,100,000 common shares of the Issuer, which were immediately distributed to the Vendor’s shareholders.

Concurrently with the completion of the QT, the Issuer changed its name from “Rebel Capital 2.0 Corp.” to the present “Arya Resources Ltd.” and completed concurrent financings of (i) 4,080,000 non flow through units at a price of \$0.125 per unit, each comprised of one common share of the Issuer and one warrant exercisable to acquire a common share of the Issuer at a price of \$0.20 for two years, and (ii) 2,000,000 flow through shares at a price of \$0.125 per share.

The QT constituted a "reverse takeover" of the Issuer (the acquiree) by the Vendor (the acquirer) for the purposes of National Instrument 51-102 – *Continuous Disclosure Obligations*, and the Issuer has changed its year end from December 31 to April 30, to coincide with that of the Vendor, the reverse takeover acquirer.

Item 3: Effective Date of Transaction

December 15, 2022.

Item 4: Name of each party, if any, that ceased to be a Reporting Issuer after the Transaction and the name of each continuing entity

Neither the Issuer nor the Vendor ceased to be a reporting issuer. The Issuer continues to be a reporting issuer in British Columbia, Alberta and Ontario. The Vendor was and continues to be a non-reporting issuer.

Item 5: Date of Reporting Issuer's first Financial Year-End subsequent to the Transaction (if paragraph (a) or subparagraph (b)(ii) of s. 4.9 applies)

April 30, 2023.

Item 6: Periods, Including Comparative Periods, if any, of the Interim and Annual Financial Statements required to be filed for the Reporting Issuer's first Financial Year after the Transaction (if paragraph (a) or subparagraph (b)(ii) of s. 4.9 applies

Transition Financial Year

Interim (Issuer): 3 months ended March 31, 2022 compared to 3 months ended March 31, 2021	Pre-Transaction: Previously Filed
Interim (Issuer): 6 months ended June 30, 2022 compared to 6 months ended June 30, 2021	Pre-Transaction: Previously Filed
Interim (Issuer): 9 months ended Sept. 30, 2022 compared to 9 months ended Sept. 30, 2021	Pre-Transaction: Previously Filed
Interim (carve out statements for Wedge Lake Property): 6 months ended Oct. 31, 2022 compared to 6 months ended Oct. 31, 2021	Due: Dec. 30, 2022
Interim (Resulting Issuer): 9 months ended Jan. 31, 2023 compared to 9 months ended Jan. 31, 2022	Due: Apr. 01, 2023
Year End (Resulting Issuer): 12 months ended April 30, 2023 compared to 12 months ended April 30, 2022	Due: Aug. 28, 2023

New Financial Year

Interim: 3 months ended July 31, 2023 compared to 3 months ended July 31, 2022	Due: Sept. 29, 2023
Interim: 6 months ended Oct. 31, 2023 compared to 6 months ended Oct. 31, 2022	Due: Dec. 30, 2023
Interim: 9 months ended Jan. 31, 2024 compared to 9 months ended Jan. 31, 2023	Due: Mar. 31, 2024
Year End: 12 months ended April 30, 2024 compared to 12 months ended April 30, 2023	Due: Aug. 28, 2024

Item 7: Documents filed Under NI 51-102 that described the Transaction and where those Documents can be found in Electronic Format (if paragraph (a) or subparagraph (b)(ii) of s. 4.9 applies)

The following documents describing the Transaction are available under the Issuer's SEDAR profile at www.sedar.com:

- Filing Statement dated November 28, 2022

Dated this 22 day of December, 2022.

Arya Resources Ltd.

"Rasool Mohammad"

Per: _____

Name: Rasool Mohammad

Title: CEO