

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

Item 1. Name and Address of Company

Palamina Corp. (the "**Issuer**" or "**Palamina**")
145 King Street West, Suite 2870
Toronto, Ontario M5H 1J8

Item 2. Date of Material Change

June 15, 2023

Item 3. News Release

Press release issued by Palamina on June 15, 2023 in respect of the closing of a private placement offering via a Canadian news wire service, a copy of which has been filed via SEDAR.

Item 4. Summary of Material Change

The Issuer announced it has closed its non-brokered private placement offering (the "**Offering**") announced on June 15, 2023.

Item 5. Full Description of Material Change

Palamina Corp. ("**Palamina**" or the "**Company**") has closed its non-brokered private placement offering (the "**Offering**") announced on May 15, 2023. The Company raised a total of \$750,000 for the issuance of 6,000,000 units (the "**Units**") at a price of \$0.125 per Unit. Each Unit consists of one common share ("**Common Share**") and one warrant (each a "**Warrant**"). Each whole Warrant is exercisable to acquire one Common Share at a price of \$0.25 for a period of two years after the date of issuance.

Net proceeds of the Offering will be used for further exploration of its flagship Usicayos project and general corporate and working capital purposes. All securities issued pursuant to the Offering are subject to a statutory hold period ending October 16, 2023. The Offering is subject to TSX-V acceptance of regulatory filings.

Christina McCarthy, Sean Spraggett, Andrew Thomson and Alastair Waddell, all directors of Palamina (collectively, the "**Related Parties**") purchased a total of 1,370,000 Units pursuant to the offering which constitutes a "related party transaction" as such term is defined by Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company was exempt from the MI 61-101 valuation and minority approval requirements for related party transactions in connection with the Offering because the Company was not listed on a stock exchange specified in section 5.5(b) of MI 61-101, and neither the fair market value of the Units purchased by the Related Parties, nor the proceeds to be received by the Company in respect of the Related Parties' participation in the Offering, exceeded \$2,500,000.

The Company paid an eligible person (the "**Finder**") a cash finder's fee of \$2,625 and issued 21,000 finder's warrants ("**Finder Warrants**") equal to six percent of the aggregate number of Units sold under the Offering attributable to the Finder. Each Finder Warrant shall be exercisable to acquire one common share of the Company for a period of two years from the closing date at an exercise price of \$0.125 per share.

The securities offered pursuant to the Offering have not been, nor will they be, registered under the United States *Securities Act of 1933*, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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

Not Applicable.

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Executive Officer

The following senior officer of the Issuer is knowledgeable about the material change and this report and may be contacted as follows:

Mr. Andrew Thomson
President and a Director
Palamina Corp.

Telephone: (416) 987-0722
E-mail: contact@palamina.com

Item 9. Date of Report

June 15, 2023