

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

**1. Name and Address of Company**

Wallbridge Mining Company Limited (the “**Company**”)  
129 Fielding Road  
Lively, ON P3Y 1L7

**2. Date of Material Change**

October 31, 2025.

**3. News Release**

A news release announcing the material change was issued by the Company on October 31, 2025, through the facilities of GlobeNewswire, and subsequently filed on the Company’s issuer profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**4. Summary of Material Change**

On October 31, 2025, the Company announced that it closed a best efforts, public offering (the “**Offering**”) of (i) 65,000,000 Charity Flow-Through Units (the “**Charity Flow-Through Units**”) at a price of C\$0.15 per Charity Flow-Through Unit, (ii) 49,000,000 Hard Dollar Units (the “**Hard Dollar Units**”) at a price of C\$0.11 per Hard Dollar Unit, which included 4,000,000 Hard Dollar Units issued pursuant to the partial exercise of the over-allotment option (the “**Over-Allotment Option Exercise**”), and (iii) 980,363 Warrants (as defined below) at a price of \$0.00001 per Warrant, also issued pursuant to the Over-Allotment Option Exercise, for gross proceeds of \$15.14 million.

In connection with the Offering, Agnico Eagle Mines Limited (“**Agnico**”) subscribed for 6,275,897 Hard Dollar Units at a price of \$0.11 per Hard Dollar Unit for aggregate gross proceeds of \$690,349 (the “**Agnico Private Placement**”). The Agnico Private Placement also closed on October 31, 2025 and was undertaken pursuant to certain participation rights set out in a pre-existing participation agreement between the Company and a predecessor of Agnico.

**5. Full Description of Material Change**

**5.1 Full Description of Material Change**

On October 31, 2025, the Company announced that it closed a best efforts, public offering of (i) 65,000,000 Charity Flow-Through Units at a price of C\$0.15 per Charity Flow-Through Unit, (ii) 49,000,000 Hard Dollar Units at a price of C\$0.11 per Hard Dollar Unit, which included 4,000,000 Hard Dollar Units issued pursuant to the Over-Allotment Option Exercise, and (iii) 980,363 Warrants at a price of \$0.00001 per Warrant, also issued pursuant to the Over-Allotment Option Exercise, for gross proceeds of \$15.14 million. The Offering was led by BMO Capital Markets, as sole bookrunner, on behalf of a syndicate of agents including SCP Resource Finance LP and Paradigm Capital Inc. (collectively, the “**Agents**”).

Each Charity Flow-Through Unit consists of one common share of the Company issued on a flow-through basis (the “**FT Share**”) and one common share purchase warrant of the Company (each common share purchase warrant, a “**Warrant**”). Each FT Share and Warrant underlying the Charity Flow-Through Units qualifies as a “flow-through share” (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)).

Each Hard Dollar Unit consists of one common share of the Company and one Warrant.

Each Warrant issued under the Offering entitles the holder to purchase one common share of the

Company at an exercise price of C\$0.15 for a period of 36 months following the closing date.

The Agents were paid a cash commission in connection with the Offering.

In connection with the Offering, Agnico subscribed for 6,275,897 Hard Dollar Units at a price of \$0.11 per Hard Dollar Unit for aggregate gross proceeds of \$690,349. The Agnico Private Placement also closed on October 31, 2025 and was undertaken pursuant to certain participation rights set out in a pre-existing participation agreement between the Company and a predecessor of Agnico.

The net proceeds from the Offering and the Agnico Private Placement will be used for the continued advancement of the Company's Fenelon and Martiniere projects, and for general corporate purposes. With the net proceeds from the Offering, the Company's cash balance as at October 31, 2025 was approximately \$31 million.

## 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

## 7. Omitted Information

Not applicable.

## 8. Executive Officer

For further information, please contact:

Brian Penny, CPA, CMA  
Chief Executive Officer  
Tel: (416) 716-8346  
Email: [bpenny@wallbridgeminig.com](mailto:bpenny@wallbridgeminig.com)

## 9. Date of Report

November 6, 2025.

### Cautionary Note Regarding Forward-Looking Information

*The information in this report may contain forward-looking statements or information (collectively, "FLI") within the meaning of applicable Canadian securities legislation. FLI is based on expectations, estimates, projections and interpretations as at the date of this report.*

*All statements, other than statements of historical fact, included herein are FLI that involve various risks, assumptions, estimates and uncertainties. Generally, FLI can be identified by the use of statements that include, but are not limited to, words such as "seeks", "believes", "anticipates", "plans", "continues", "budget", "scheduled", "estimates", "expects", "forecasts", "intends", "projects", "predicts", "proposes", "potential", "targets" and variations of such words and phrases, or by statements that certain actions, events or results "may", "will", "could", "would", "should" or "might", "be taken", "occur" or "be achieved."*

*FLI in this report may include, but is not limited to, the expected use of proceeds from the Offering.*

*FLI is designed to help you understand management's current views of its near-and longer-term prospects, and it may not be appropriate for other purposes. FLI by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied*

by such FLI. Although the FLI contained in this report is based upon what management believes, or believed at the time, to be reasonable assumptions, the Company cannot assure shareholders and prospective purchasers of securities of the Company that actual results will be consistent with such FLI, as there may be other factors that cause results not to be as anticipated, estimated or intended, and neither the Company nor any other person assumes responsibility for the accuracy and completeness of any such FLI. Except as required by law, the Company does not undertake, and assumes no obligation, to update or revise any such FLI contained in this report to reflect new events or circumstances. Unless otherwise noted, this report has been prepared based on information available as of the date of this report. Accordingly, you should not place undue reliance on the FLI, or information contained herein.

Furthermore, should one or more of the risks, uncertainties or other factors materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in FLI.

Assumptions upon which FLI is based, without limitation, include: the results of exploration activities, the Company's financial position and general economic conditions; the ability of exploration activities to accurately predict mineralization; the accuracy of geological modelling; the ability of the Company to complete further exploration activities; the legitimacy of title and property interests in the Deposits; the accuracy of key assumptions, parameters or methods used to estimate the MREs and in the PEA; the ability of the Company to obtain required approvals; geological, mining and exploration technical problems; failure of equipment or processes to operate as anticipated; the evolution of the global economic climate; metal prices; foreign exchange rates; environmental expectations; community and non-governmental actions; and, the Company's ability to secure required funding. Risks and uncertainties about Wallbridge's business are discussed in the disclosure materials filed with the securities regulatory authorities in Canada, which are available at [www.sedarplus.ca](http://www.sedarplus.ca).

#### **Cautionary Notes to United States Investors**

Wallbridge prepares its disclosure in accordance with NI 43-101 which differs from the requirements of the U.S. Securities and Exchange Commission (the "**SEC**"). Terms relating to mineral properties, mineralization and estimates of mineral reserves and mineral resources and economic studies used herein are defined in accordance with NI 43-101 under the guidelines set out in CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by the Canadian Institute of Mining, Metallurgy and Petroleum Council on May 19, 2014, as amended. NI 43-101 differs significantly from the disclosure requirements of the SEC generally applicable to US companies. As such, the information presented herein concerning mineral properties, mineralization and estimates of mineral reserves and mineral resources may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the U.S. federal securities laws and the rules and regulations thereunder.