

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

Item 1. Name and Address of Company

Roxmore Resources Inc. (formerly, Axcap Ventures Inc.) (the “**Company**” or “**Roxmore**”)
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia, V6C 3E8

Item 2. Date of Material Change

November 19, 2025 and November 20, 2025

Item 3. News Release

A news release was disseminated through Access Newswire on November 20, 2025 and subsequently filed under the Company’s profile on SEDAR+.

Item 4. Summary of Material Change

On November 20, 2025, the Company and Taura Gold Inc. (“**Taura**”) announced the closing of the previously announced plan of arrangement (the “**Arrangement**”), pursuant to which the Company acquired all of the issued and outstanding common shares of Taura (the “**Taura Shares**”) by way of a court-approved plan of arrangement under the *Business Corporations Act* (British Columbia). Prior to the completion of the Arrangement, on November 19, 2025, the Company completed (i) a change of its corporate name to “Roxmore Resources Inc.” (the “**Name Change**”), and (ii) a consolidation (the “**Consolidation**”) of its issued and outstanding common shares (the “**Shares**”) on the basis of one (1) post-consolidation Share (each, a “**Roxmore Share**”) for every ten (10) pre-consolidation Shares. The Roxmore Shares commenced trading on the Canadian Securities Exchange (the “**CSE**”) under the new trading symbol “RM” at the opening of trading on November 20, 2025.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On November 20, 2025, the Company and Taura announced the closing of the previously announced Arrangement, pursuant to which the Company acquired all of the issued and outstanding Taura Shares by way of a court-approved plan of arrangement under the *Business Corporations Act* (British Columbia). Prior to the completion of the Arrangement, on November 19, 2025, the Company completed the Name Change and the Consolidation.

The Arrangement became effective as of 12:01 a.m. (Vancouver time) on November 20, 2025. As a result, and in accordance with the terms of the arrangement agreement dated September 8, 2025 between Roxmore and Taura, each holder of a common share in the capital of Taura (a “**Taura Share**”) became entitled to receive 0.2 of a Roxmore Share in exchange for each Taura Share held. Upon completion of the Arrangement, Taura became a wholly-owned subsidiary of Roxmore.

The Roxmore Shares commenced trading on the CSE under the new trading symbol “RM” at the opening of trading on November 20, 2025. Following completion of the Arrangement, the Taura Shares were delisted from the TSX Venture Exchange effective as of close of trading on November 21, 2025.

Further information about the Arrangement is set out in the management information circular of Taura dated October 14, 2025, which can be accessed online under Taura’s issuer profile on SEDAR+ at www.sedarplus.ca.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

There is no information of a material nature that has been omitted from this material change report.

Item 8. Executive Officer

John Dorward
President and Chief Executive Officer
Tel: + 1 778-846-9970

Item 9. Date of Report

November 28, 2025