

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

1. Name and Address of Company

High Arctic Overseas Holdings Corp. (the "**Corporation**")
Suite 2350, 330–5th Avenue SW
Calgary, Alberta, Canada T2P 0L4

2. Date of Material Change

June 24, 2025

3. News Release

A news release with respect to the material change referred to in this report was disseminated on June 23, 2025 through GlobeNewswire and filed on the system for electronic document analysis and retrieval (SEDAR+).

4. Summary of Material Change

The Corporation announced the appointment of Mr. Matthew Cocks as the Corporation's Chief Financial Officer, effective June 24, 2025.

5. Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in the news release attached hereto.

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 additional information, please contact Mr. Mike Maguire, Chief Executive Officer of the Corporation, at 1(587)320-1301.

9. Date of Report

June 24, 2025

High Arctic Overseas Announces Executive Appointment

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CALGARY, Alberta, June 23, 2025 -- High Arctic Overseas Holdings Corp. (TSXV: HOH) ("High Arctic Overseas" or the "Corporation") is pleased to announce the appointment of Matthew Cocks as Chief Financial Officer ("CFO") effective June 24, 2025, subject to TSX Venture Exchange approval.

Mr. Cocks initially joined the Corporation in October 2023 as VP-Finance responsible for the PNG Business to provide financial leadership and strengthen the finance and accounting processes in preparation of the spin-out from High Arctic Energy Services Inc.

Mr. Cocks has over 20 years of experience in broad financial leadership positions including substantial periods in senior and executive roles of private and public companies, including significant experience in resources, construction, manufacturing and logistics businesses. Mr. Cocks is a Chartered Accountant with an extensive background in financial stewardship, strategic planning and analysis, change and risk management, controls design and implementation and building and developing international finance teams.

Mike Maguire, Chief Executive Officer, stated: "I am pleased to welcome Matt to the executive management team at High Arctic. Matt's 20-plus years of wide-ranging financial management expertise in international markets and in services to the extractive industries will be invaluable to the Corporation as we look to diversify and expand our PNG business. I would also like to thank Lon Bate for his guidance and support as Interim CFO since the spin-out and establishment of the Corporation. Lon can now focus fully on his duties as CFO of High Arctic Energy Services Inc."

About High Arctic Overseas Holdings Corp.

High Arctic Overseas is a market leader in Papua New Guinea providing drilling and specialized well completion services, manpower solutions and supplies rental equipment including rig matting, camps, material handling and drilling support equipment.

For further information, please contact:

Mike Maguire

Chief Executive Officer
1.587.320.1301

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Some of the statements in this press release, including those relating to TSXV Venture Exchange approval of the appointment of a new CFO, and the diversification and expansion of the Corporation's business, that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", or similar expressions, are forward-looking statements within the meaning of applicable Canadian securities laws. Forward-looking statements include, without limitation, the information concerning possible or assumed future results of operations of the Corporation. These statements are not historical facts but instead represent only the Corporation's expectations, estimates, and projections regarding future events. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. We caution readers of this news release not to place undue reliance on our forward-looking statements as a number of factors could cause actual results or conditions to differ materially from current expectations. Please refer to the risks set forth in the Corporation's most recent annual MD&A and the Corporation's continuous disclosure documents that can be found on SEDAR+ at www.sedarplus.ca. The Corporation does not intend, and disclaims any obligation, except as required by law, to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.