

SCHEDULE 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of the Corporation

SIRIOS RESOURCES INC. (the “Corporation”)
1400, Marie-Victorin Street, suite 210
Saint-Bruno-de-Montarville, Québec J3V 6B9

2. Date of Material Change

December 19, 2024

3. News Release

A news release, in French and English versions, was issued on December 19, 2024, through Globe Newswire and filed on SEDAR+.

4. Summary of Material Change

On December 19, 2024, the Corporation announced that it has closed a private placement of \$430,000.

5. Full Description of Material Change

5.1 Full Description of Material Change

On December 19, 2024, the Corporation announced that it has closed its previously announced non-brokered private placement for a gross proceeds of \$430,000 (the "Offering"). The Offering consisted of the issuance of 8,600,000 units of the Corporation (the "Units") at a price of \$0.05 per Unit. Each Unit consisted of one common share of the capital of the Corporation (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.08 per Common Share for a period of twenty-four (24) months from the date of issuance.

The net proceeds from the sale of the Units will be mainly used by the Corporation to advance its Cheechoo gold project, as well as for general and corporate working capital purposes.

No finder's fees were paid under the Offering. The Common Shares and the Warrants issued pursuant to this Offering remain subject to a restricted hold period of four months and one day, ending on April 20, 2025, under applicable Canadian securities laws. The Offering is subject to the final approval of the TSX Venture Exchange (the "TSXV"). Depending on market conditions, the Corporation may decide to close additional tranches of the Offering.

Under the Offering, insiders of the Corporation have subscribed for a total of 900,000 Units for a total consideration of \$45,000, which constitutes a "related party transaction" within the meaning of Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions ("Regulation 61-101") and TSXV Policy 5.9 – Protection of Minority Security Holders in Special Transactions. However, insiders that participated in the Offering disclosed their interests in the Offering and the directors of the Corporation who voted in favour of the Offering have determined,

based on advice from counsel and management, that the exemptions from formal valuation and minority approval requirements provided for respectively under subsections 5.5(a) and 5.7(1)(a) of Regulation 61-101 can be relied on as neither the fair market value of the Units issued to insiders, nor the fair market value of the consideration paid exceeded 25% of the Corporation's market capitalization. None of the Corporation's directors have expressed any contrary views or disagreements with respect to the foregoing.

The Corporation did not file a material change report at least 21 days before the anticipated closing of the Offering due to the fact that the terms of the participation of each of the non-related parties and the related party in the Offering were not confirmed and that this abbreviated period was reasonable and necessary in the circumstances.

The following table presents the effect of the Offering on the ownership percentage of the outstanding and issued Units for insiders who subscribed in the Offering.

Name of Insider	Ownership percentage before the closing of the Offering⁽¹⁾	Units subscribed under the Offering	Ownership percentage after the closing of the Offering⁽²⁾
Robert Ménard	0.66% of outstanding and issued Common Shares.	800,000 Units.	0.87% of outstanding and issued Common Shares.
Guy Le Bel	0.06% of outstanding and issued Common Shares.	100,000 Units.	0.09% of outstanding and issued Common Shares.

Notes:

- (1) On an undiluted basis.
- (2) On an undiluted basis.

5.2 Disclosure for Restructuring Transactions

Not applicable.

1. Reliance on subsection 7.1(2) of Regulation 51-102

Not applicable.

5. Omitted Information

Not applicable.

6. Executive Officer

For all additional information, please contact:

Mr. Dominique Doucet
President and Chief Executive Officer
Telephone: 1 (450) 482-0603

7. Date of Report

December 19, 2024.