



FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Foran Mining Corporation (the "Company" or "Foran")
409 Granville Street, Suite 904
Vancouver, BC V6C 1T2

Item 2 **Date of Material Change**

March 13, 2023

Item 3 **News Release**

The news release attached as Schedule "A" was disseminated on March 13, 2023. The news release is also available on SEDAR at www.sedar.com.

Item 4 **Summary of Material Change**

The material change is described in the news release attached as Schedule "A".

Full Description of Material Change

Item 5

The material change is described in the news release attached as Schedule "A".

Reliance of subsection 7.1(2) of National Instrument 51-102

Item 6

Not applicable.

Omitted Information

Item 7

Not applicable.

Executive Officer

Item 8

Terri Uhrich
VP Legal & General Counsel
604-488-0008

Date of Report

Item 9

March 13, 2023



NEWS RELEASE

Foran Announces C\$75 Million Brokered Private Placement

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Vancouver, BC (March 13, 2023) - Foran Mining Corp. (TSXV: FOM) (OTCQX: FMCXF) ("**Foran**" or the "**Company**") is pleased to announce that it has entered into an agreement with Eight Capital and PI Financial Corp., as co-lead agents and joint bookrunners, on behalf of a syndicate of agents (together the "**Agents**") pursuant to which the Company has launched a proposed private placement (the "**Offering**") for aggregate gross proceeds of up to C\$75,000,540.

The Offering will consist of (i) up to 13,513,600 common shares of the Company (the "**Common Shares**") at an issue price of C\$3.70 per Common Share, for gross proceeds of up to C\$50,000,320; and (ii) up to 4,417,000 Common Shares with each such Common Share to be issued as a "flow-through share" within the meaning of the Income Tax Act (Canada) (the "**FT Shares**") at an issue price of C\$5.66 per FT Share, for gross proceeds of up to C\$25,000,220.

The net proceeds of the Offering will be used for exploration and development of the Company's mineral projects in Saskatchewan, and for working capital and general corporate purposes.

The Company will use an amount equal to the gross proceeds from the sale of the FT Shares, pursuant to the provisions in the Income Tax Act (Canada), to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" as both terms are defined in the Income Tax Act (Canada) (the "**Qualifying Expenditures**") related to the Company's mineral projects located in Saskatchewan, on or before December 31, 2024, and to renounce all the Qualifying Expenditures in favour of the subscribers of the FT Shares with an effective date not later than December 31, 2023.

As consideration for their services, the Agents will receive a cash commission of 5.0% of the gross proceeds of the Offering. The Company will have the right to include a list of subscribers to purchase a certain number of Common Shares or FT Shares to be agreed upon by the Agents and the Company (the "**President's List**"). The Agents will receive a reduced cash commission of 2.0% of the gross proceeds sold to purchasers on the President's List.

The securities being offered have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of securities in the United States.

The Offering is scheduled to close on or about March 27, 2023, or such other date as the Company and the Agents may agree and is subject to certain conditions including, but not limited to, the execution of an agency agreement and the receipt of all necessary regulatory and other approvals including that of the TSX Venture Exchange. The securities issued pursuant to the Offering shall be subject to a four-month plus one day hold period commencing on the day of the closing of the Offering under applicable Canadian securities laws.

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.

About Foran Mining

Foran Mining is a copper-zinc-gold-silver exploration and development company, committed to supporting a greener future, empowering communities and creating circular economies which create value for all our stakeholders, while also safeguarding the environment. The McIlvenna Bay project is located entirely within the documented traditional territory of the Peter Ballantyne Cree Nation. The Company also owns the Bigstone Project, a resource-development stage deposit located 25km southwest of its McIlvenna Bay project.

McIlvenna Bay is a copper-zinc-gold-silver rich VHMS deposit intended to be the centre of a new mining camp in a prolific district that has already been producing for 100 years. McIlvenna Bay sits just 65km West of Flin Flon, Manitoba and is part of the world class Flin Flon Greenstone Belt that extends from Snow Lake, Manitoba, through Flin Flon to Foran's ground in eastern Saskatchewan, a distance of over 225km.

McIlvenna Bay is the largest undeveloped VHMS deposit in the region. The Company announced the results from its Feasibility Study on February 28, 2022, outlining that current mineral reserves would potentially support an 18-year mine life producing an average of 65 million pounds of copper equivalent annually. The Company filed a NI 43-101 Technical Report for the McIlvenna Bay Feasibility Study on April 14, 2022. The Company filed a NI 43-101 Technical Report for the Bigstone Deposit resource estimate on February 11, 2022. Investors are encouraged to consult the full text of these technical reports which may be found on the Company's profile on www.sedar.com.

Foran trades on the TSX.V under the symbol "FOM" and on the OTCQX under the symbol "FMCXF"

On behalf of the Board of Directors

Dan Myerson
Executive Chairman & Chief Executive Officer
+1-604-488-0008

Forward-Looking Statements

This news release contains certain forward-looking information and forward-looking statements, as defined under applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or to the future performance of Foran Mining Corporation (the "Company") and reflect management's expectations and assumptions as of the date hereof or as of the date of such forward looking statement.

All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "potentially", "intends", "likely", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this news release speak only as of the date of this news release or as of the date specified in such statement.

Inherent in forward-looking statements are known and unknown risks, estimates, assumptions, uncertainties and other factors that 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 the forward-looking statements contained in this news release. These factors include management's belief or expectations

relating to the following and, in certain cases, management's response with regard to the following: risk factors relating to the timely receipt of all regulatory and third party approvals for the Offering, including that of the TSX Venture Exchange, that the Offering may not close within the timeframe anticipated or at all or may not close on the terms and conditions currently anticipated by the Company for a number of reasons including, without limitation, as a result of the occurrence of a material adverse change, disaster, change of law or other failure to satisfy the conditions to closing of the Offering; the inability of the Company to apply the use of proceeds from the Offering as anticipated; the use of the gross proceeds of the sale of the FT Shares to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures"; the renouncement of the Qualifying Expenditures in favour of the subscribers of the FT Shares; risks related to obtaining permits and other regulatory approvals with respect to the Company's mineral properties, the proposed strategic investment by Ontario Teachers' Pension Plan; the status and progression of credit facility discussions; unlocking the untapped value of the Company's properties, delivery of superior or any investment returns; scale, scope and location of future exploration and drilling activities; the potential for the Company's land package to be transformational, the focus of the Company's future drill programs, the incorporation of geotechnical and hydrogeological information into the overall project design; The long-term investment horizon of shareholders; The growth of the Company from developer to producer; The certainty of funding; The future of the Company; De-risking McIlvenna Bay; Delivering on the Company's Net Positive Business strategy; Ownership and reliance on the Company's mineral projects; The Company's history of losses and potential inability to generate sufficient revenue to be profitable or to generate positive cash flow on a sustained basis; The Company's statements about the expected life of mine, productive capacity and other technical estimates on its projects, and the Company's reliance on technical experts with respect thereto; The Company's exposure to risks related to mineral resources exploration and development; Impact of the COVID-19 Pandemic, Infectious Diseases and Other Health Crises on the Company; Global financial volatility and its impact on the Company; The impact of the Russia-Ukraine conflict; Government, securities, and stock exchange regulation and policy; Legal proceedings which may have a material adverse impact on the Company's operations and financial condition; Capital market conditions and their effect on the securities of the Company; Insurance and uninsurable risks; Environmental, health and safety regulation and policy; Mining hazards and risks; Title rights to the Company's projects; Indigenous peoples' title and other legal claims; Mineral resource and mineral reserve estimates; Uncertainties and risks relating to the Feasibility Studies; Fluctuations in commodity prices, including metals; Competition; Expertise and proficiency of management; Limited operating history; The availability of future financing; Dilutive effects; Impacts of global climate change and natural disasters; Inadequate infrastructure; Relationships with local communities; Reputational damage; Risks arising from the Company's reliance on financial instruments; Risks arising from future acquisitions; Management conflicts of interest; Security breaches of the Company's information systems; and the additional risks identified in our Annual Information Form dated June 8, 2022 and other securities filings with Canadian securities regulators available at www.sedar.com.

The forward-looking statements contained in this news release reflect the Company's current views with respect to future events and are necessarily based upon a number of assumptions that, while considered reasonable by the Company, are inherently subject to significant operational, business, economic and regulatory uncertainties and contingencies. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, described or intended. Readers are cautioned against undue reliance on forward-looking statements and should note that the assumptions and risk factors discussed above do not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements

contained in the Company's securities filings and this news release. All forward-looking statements herein are qualified by this cautionary statement. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law.

For further information: & MEDIA ENQUIRIES: Foran: Jonathan French, CFA, Director, Investor Relations, 409 Granville Street, Suite 904, Vancouver, BC, Canada, V6C 1T2, jfrench@foranmining.com