

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

Item 1 Name and Address of Company

Foran Mining Corporation ("Foran" or the "Company")
904 – 409 Granville St.
Vancouver, BC V6C 1T2

Item 2 Date of Material Change

May 9, 2024

Item 3 News Release

The press release attached as Schedule "A" was released on May 9, 2024 by a newswire company in Canada.

Item 4 Summary of Material Change

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

Item 5 Full Description of Material Change

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

Item 6 Reliance of subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

James Steels
Chief Financial Officer
+1 (306) 808-4051

Item 9 Date of Report

May 14, 2024



Foran Announces Results of Annual and Special Meeting

VANCOUVER, BC, May 9, 2024 /CNW/ - Foran Mining Corporation (TSX: FOM) (OTCQX: FMCXF) ("Foran" or the "Company") is pleased to announce the voting results from the Company's annual and special meeting of shareholders of the Company held on May 9th, 2024 (the "Meeting").

A total of 171,528,263 common shares of the Company were represented at the Meeting, representing 56.2% of the Company's outstanding common shares as at the record date of March 25, 2024. Shareholders voted in favour of all matters brought before them at the Meeting, which matters are discussed in detail in the Company's Management Information Circular dated April 3, 2024 that is available on SEDAR+ at www.sedarplus.ca and the Company's website at www.foranmining.com.

The following voting results are based on the total number of votes that were cast at the Meeting:

Appointment of Auditors	For	Withheld	Outcome
Appoint KPMG LLP, Auditors of the Company for the ensuing year and to authorize Directors to fix their remuneration	170,937,397 (99.7 %)	590,866 (0.3 %)	Carried
Number of Directors	For	Against	Outcome
Set the number of directors at seven (7)	171,527,123 (100.0 %)	1,140 (0.0 %)	Carried
Election of Directors	For	Withheld	Outcome
Elect the following nominees as directors of the Company			
Maurice Tagami	170,372,617 (99.3 %)	1,155,646 (0.7 %)	Carried
David Petroff	171,527,394 (100.0 %)	869 (0.0 %)	Carried
Daniel Myerson	171,280,930 (99.9 %)	247,333 (0.1 %)	Carried
Wayne Wouters	154,744,372 (90.2 %)	16,783,891 (9.8 %)	Carried
Majd Bakar	170,228,127 (99.2 %)	1,300,136 (0.8 %)	Carried
Jessica McDonald	170,230,168 (99.2 %)	1,298,085 (0.8 %)	Carried
Nancy Guay	171,370,029 (99.9 %)	158,234 (0.1 %)	Carried
Employee Share Purchase Plan	For	Against	Outcome
Approve the Company's Employee Share Purchase Plan	150,216,498 (87.6 %)	21,311,765 (12.4 %)	Carried
Alteration to Articles	For	Against	Outcome
Approve the alteration of the Company's Articles to remove the provisions of Section 15 which permit the appointment of alternate directors	149,596,384 (87.2 %)	21,931,879 (12.8 %)	Carried

A report on all items of business voted at the Meeting has been filed on SEDAR+ (www.sedarplus.ca).

About Foran Mining

Foran Mining Corporation 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, comprises the infrastructure and works related to pre-development and advanced exploration activities of the Company, and hosts the McIlvenna Bay Deposit and Tesla Zone. The Company also owns the Bigstone Deposit, a resource-development stage deposit located 25km southwest of the McIlvenna Bay Property.

The McIlvenna Bay Deposit 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. The McIlvenna Bay Property 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.

The McIlvenna Bay Deposit is the largest undeveloped VHMS deposit in the region. The Company announced the results from its NI 43-101 compliant Technical Report on the Feasibility Study for the

McIlvenna Bay Deposit (the "**McIlvenna 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 the McIlvenna Feasibility Study on April 14, 2022, with an effective date of February 28, 2022. The Company also filed a NI 43-101 Technical Report for the Bigstone Deposit resource estimate on January 21, 2021, as amended on February 1, 2022. Investors are encouraged to consult the full text of these technical reports which may be found on the Company's profile on www.sedarplus.ca.

The Company's head office is located at 409 Granville Street, Suite 904, Vancouver, BC, Canada, V6C 1T2. Common Shares of the Company are listed for trading on the TSX under the symbol "FOM" and on the OTCQX under the symbol "FMCXF".

SOURCE Foran Mining Corporation

 View original content to download multimedia:

<http://www.newswire.ca/en/releases/archive/May2024/09/c2625.html>

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For further information: FOR ADDITIONAL INFORMATION & MEDIA ENQUIRIES: Foran: Jonathan French, CFA, Director, Investor Relations, 409 Granville Street, Suite 904, Vancouver, BC, Canada, V6C 1T2, info@foranmining.com; Media, 604-488-0008

CO: Foran Mining Corporation

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