

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

KINGSMEN RESOURCES LTD. ("Kingsmen" or the "Company")
#1305 - 1090 West Georgia Street
Vancouver, British Columbia V6E 3V7
Phone: (604) 685-9316

2. Date of Material Change

August 20, 2024

3. Press Release

The press release was released on August 20, 2024 through various approved public media and filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions.

4. Summary of Material Change(s)

Appointment of new director.

5. Full Description of Material Change

On August 20, 2024, the Company announced the appointment of Mr. Mark J. Pryor as a director of the Company effective immediately. Mr. Pryor is a distinguished geologist with a 40-year track record of successfully advancing multiple precious metal projects from discovery through to exploitation, including a position at the Electrum Group based in New York.

Mr. Pryor has played a key role in the development of several brownfield projects, including the Los Gatos Mine, located in the central Mexican silver belt. His experience aligns with Kingsmen's exploration focus in similar geological settings, making him a valuable addition to the team. His comprehensive understanding of the region and proven track record of project advancement will significantly contribute to Kingsmen's strategic goals.

Mr. Pryor's extensive career includes roles with major mining companies such as Anglo American, Placer Dome, and Antofagasta Minerals. His extensive knowledge of brownfield projects and proven success in transitioning discoveries into operational mines will be invaluable to Kingsmen.

Mr. Pryor graduated from Aberdeen University in 1981 with a degree in Geology & Mineralogy. He is a Fellow of the Geological Society, a Fellow of the Society of Economic Geologists, a member of the Institute of Directors, and a Qualified Professional under the South African Council for Natural Scientific Professions.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Director

Nick DeMare

Phone: (604) 685-9316

9. Date of Report

August 23, 2024