

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

Item 1: Name and Address of Company

Founders Metals Inc. (the "Company")
Suite 780-1111 West Hastings Street
Vancouver, BC V6E 2J3

Item 2: Date of Material Change

May 24, 2024

Item 3: News Release

The news release was disseminated on May 24, 2024 and filed on SEDAR+.

Item 4: Summary of Material Change

The Company closed its fully-subscribed non-brokered private placement financing (the "Offering") pursuant to the Listed Issuer Financing Exemption (the "LIFE") of National Instrument 45-106 - Prospectus Exemptions ("NI 45-106") raising gross proceeds of C\$10,000,000 from the sale of up to 6,250,000 common shares of the Company (the "Shares") to a single UK institution at a price of C\$1.60 per Share.

The Company intends to use the net proceeds of the Offering for ongoing exploration activities on the Antino Gold Project, for working capital, and general corporate expenses.

The Offering was made to purchasers resident in Canada, except Quebec, and certain jurisdictions outside of Canada in accordance with applicable securities laws and pursuant to the LIFE provisions under Part 5A of NI 45-106. The Shares issued under the Offering are not subject to a hold period or resale restrictions pursuant to applicable Canadian securities laws and the policies of the TSX Venture Exchange (the "TSXV"). A copy of the offering document under the Offering dated May 17, 2024 is available under the Company's profile at www.sedarplus.ca and on the Company's website at www.fdrmetals.com.

In connection with the Offering, the Company paid a cash finder's fee in the aggregate amount of C\$600,000 to certain finders. The Offering remains subject to final acceptance of the TSXV.

Item 5.1: Full Description of Material Change

For a full description of the material change, see the news release attached as Schedule "A".

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

For further information, contact:
Colin Padget, Chief Executive Officer
Telephone: (587) 998-5159
Email: colinp@fdrmetals.com

Item 9: Date of Report

June 3, 2024

SCHEDULE "A"

News Release

[Please see attached news release.]

Founders Metals Closes \$10 Million Private Placement

Vancouver, British Columbia--(Newsfile Corp. - May 24, 2024) - Founders Metals Inc. (TSXV: FDR) ("Founders" or the "Company") is pleased to announce that the Company has closed its fully-subscribed non-brokered private placement financing (the "Offering") pursuant to the Listed Issuer Financing Exemption (the "LIFE") of National Instrument 45-106 - *Prospectus Exemptions* ("NI 45-106") raising gross proceeds of C\$10,000,000 from the sale of up to 6,250,000 common shares of the Company (the "Shares") to a single UK institution at a price of C\$1.60 per Share.

The Company intends to use the net proceeds of the Offering for ongoing exploration activities on the Antino Gold Project ("Antino" or the "Project"), for working capital, and general corporate expenses.

"With the successful close of this financing, we welcome a new major shareholder that sees and understands the large-scale potential that Antino represents. The funds will allow us to expand our 2024 drill program and support a more robust property-scale exploration plan, solidifying our exploration roadmap through 2024," commented Colin Padget, President, CEO & Director of Founders. "We plan to release a detailed exploration plan in the coming weeks, along with additional drill results."

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In connection with the Offering, the Company paid a cash finder's fee in the aggregate amount of C\$600,000 to certain finders. The Offering remains subject to final acceptance of the TSXV.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the 1933 Act or under any U.S. state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act, as amended, and applicable state securities laws.

About Founders Metals Inc.

Founders Metals is a Canadian exploration company operating in North and South America. The Company is focused on acquiring and advancing gold projects in the South American Guiana Shield. Its flagship project is the 20,000-ha Antino Gold Project in Suriname. Antino is the most advanced gold exploration project in Suriname; within an area where historical surface/alluvial gold mining has produced over 500,000 gold ounces to date¹.

¹ 2022 Technical Report entitled, "Technical Report, Antino Project, Suriname, South America," dated effective December 23, 2022, by K. Raffle, BSc, P. Geo & Rock Lefrançois, BSc, P.Geo. which is publicly available under the Company's profile on SEDAR+ at www.sedarplus.ca.

ON BEHALF OF THE BOARD OF DIRECTORS

Per: "Colin Padget"

Colin Padget
President, Chief Executive Officer, and Director

Founders Metals Contact Information

Katie MacKenzie, Vice President, Corporate Development
Tel: 306 537 8903 | katiem@fdmetals.com

Nick Stajduhar, Director
Tel: 647 225 0046 | nicks@fdmetals.com

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.

Cautionary Statement Regarding Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding the use of proceeds from the Company's recently completed financings and the future or prospects of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are necessarily based upon a number of assumptions that, while considered reasonable by management, are inherently subject to business, market, and economic risks, uncertainties, and contingencies that may cause actual results, performance, or achievements to be materially different from those expressed or implied by forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, other factors may cause results not to be as anticipated, estimated, or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Other factors which could materially affect such forward-looking information are described in the risk factors in the Company's most recent annual management discussion and analysis. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Not for distribution to U.S. news wire services or dissemination in the United States



To view the source version of this press release, please visit
<https://www.newsfilecorp.com/release/210408>