

51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Velocity Minerals Ltd. (the “Company”)
Suite 890 – 999 West Hastings Street
Vancouver, BC V6C 2W2

Item 2 Date of Material Change

December 19, 2023

Item 3 News Release

A news release was issued in Vancouver, British Columbia on December 21, 2023 via Newsfile and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company closed its non-brokered private placement.

Item 5 Full Description of Material Change

See news release attached.

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

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

The following officer of the Company is knowledgeable about the material change disclosed in this report: Keith Henderson, President, Tel: (604) 484-1233

Item 9 Date of Report

December 21, 2023

Velocity Closes \$1.49 Million Non-Brokered Private Placement

Vancouver, British Columbia--(Newsfile Corp. - December 21, 2023) - Velocity Minerals Ltd. (TSXV: VLC) ("**Velocity**" or the "**Company**") has closed its previously announced non-brokered private placement (the "Financing") by the issuance of 14,886,525 units of the Company (the "Units") priced at \$0.10 per Unit for total gross proceeds of \$1,488,652.50 million. Each Unit consists of one common share in the capital of the Company (each, a "Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"), with each Warrant entitling the holder thereof to purchase one Share at a price of \$0.18 per Share for a period of 24 months.

The proceeds of the Financing are intended to fund ongoing work at the Company's gold and copper exploration projects and for general working capital.

In connection with the Financing, the Company paid finder's fees consisting of \$87,920 in cash and issued 879,200 non-transferable finder's warrants (each, a "Finder's Warrant") to Leede Jones Gable Inc. Each Finder's Warrant entitles the holder thereof to purchase one Share at a price of \$0.10 per Share for a period of 12 months.

All securities issued in connection with the Financing are subject to a hold period ending on April 20, 2023. The Financing is subject to final approval of the TSX Venture Exchange ("TSXV").

An insider of the Company subscribed for 2,256,597 Units. Such participation is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Financing by the insider does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

This news release does not constitute an offer of sale of any of the foregoing securities in the United States. None of the foregoing securities have been and will not be registered under the U.S. Securities Act of 1933, as amended (the "1933 Act") or any applicable state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) or persons in the United States absent registration or an applicable exemption from such registration requirements. This news release does not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the foregoing securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Velocity Minerals Ltd.

Velocity is a precious metals and copper explorer focused in Eastern Europe. In Bulgaria, Velocity has a 70% interest in the Tintyava property, which includes the prefeasibility-stage Rozino deposit. Velocity also has a 70% interest in the Momchil property (which includes the Obichnik project), a 70% interest in the Nadezhda property (which includes the Makedontsi project), and a 70% interest in the Dangovo property (which is contiguous with the Makedontsi project). The Company holds a 100% interest in the Igljika copper-gold exploration property and recently entered into an option agreement with Dundee Precious Metals who have an option to earn a 75% interest in the property. The Company has also entered into agreements to acquire a 75% interest in the Zlatusha and Kalabak copper-gold exploration properties.

On Behalf of the Board of Directors

"Keith Henderson"

President & CEO

For further information, please contact:

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS: This news release includes certain forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation, including the United States *Private Securities Litigation Reform Act of 1995*. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding the intended use of the proceeds from the Financing, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Often, but not always, forward looking statements can be identified by words such as "will", "plans", "expects", "may", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof, and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, that market fundamentals will result in sustained gold demand and prices, the receipt of any necessary permits, licenses and regulatory approvals in connection with the future development of the Company's Bulgarian gold projects in a timely manner, the availability of financing on suitable terms for the development, construction and continued operation of the Company's Bulgarian gold projects, and the Company's ability to comply with environmental, health and safety laws.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks and other factors include, among others, operating and technical difficulties in connection with mineral exploration and development and mine development activities for the Company's Bulgarian copper and gold projects, estimation or realization of mineral reserves and mineral resources, the timing and amount of estimated future production, costs of production, capital expenditures, the costs and timing of the development of new deposits, the availability of a sufficient supply of water and other materials, requirements for additional capital to fund the Company's business plan, future prices of precious metals, changes in general economic conditions, changes in the financial markets and in the demand and market price for commodities, possible variations in ore grade or recovery rates, possible failures of plants, equipment or processes to operate as anticipated, accidents, labour disputes and other risks of the mining industry, the inability to or delay in obtaining governmental and regulatory approvals (including of the TSXV for the Financing), permits or financing or in the completion of development or construction activities, changes in laws, regulations and policies affecting mining operations, hedging practices, currency fluctuations, title disputes or claims limitations on insurance coverage and the timing and possible outcome of pending litigation, environmental issues and liabilities, risks related to joint venture operations, and risks related to the integration of acquisitions, as well as those factors discussed under the heading, "Risk Factors" in the Company's annual management's discussion and analysis and other filings of the Company with the Canadian Securities Authorities, copies of which can be found under the Company's profile on the SEDAR+ website at www.sedarplus.ca.

Readers are cautioned not to place undue reliance on forward looking information. The Company undertakes no obligation to update any of the forward-looking information in this news release or incorporated by reference herein, except as otherwise required by law.

To view the source version of this press release, please visit

<https://www.newsfilecorp.com/release/191907>