

FORM 51-102F3
Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

North Arrow Minerals Inc. (the "**Issuer**"), Suite #960 - 789 West Pender Street,
Vancouver, British Columbia, V6C 1H2

ITEM 2. DATE OF MATERIAL CHANGE

September 17, 2024

ITEM 3. NEWS RELEASE

September 13, 2024

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced it has received the approval of the TSX Venture Exchange to the previously announced 10:1 consolidation. Effective as of the opening of trading on September 17, 2024, the Issuer's share capital will be trading on a post-consolidated basis under the same stock symbol NAR

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached press release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

This report is not being filed on a confidential basis.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Kenneth A. Armstrong, President
Telephone: 604-668-8355

ITEM 9. DATE OF REPORT

September 17, 2024



Suite 960 – 789 West Pender Street, Vancouver, BC, Canada V6C 1H2
Tel: 604-668-8355

News Release

NORTH ARROW SHARE CONSOLIDATION

September 13, 2024

Trading Symbol: TSXV: NAR

#24-06

North Arrow Minerals Inc. (TSXV: NAR) (“North Arrow” or the “Company”) announces that, further to its news release of September 3, 2024, the Company has received the approval of the TSX Venture Exchange to the previously announced 10:1 consolidation.

Effective as of the opening of trading on September 17, 2024, the Company’s share capital will be trading on a post-consolidated basis under the same stock symbol NAR. Letters of transmittal describing the process by which shareholders may obtain new certificates representing their consolidated common shares will be mailed shortly to registered shareholders. Shareholders who hold their shares through a broker or other intermediary and do not have shares registered in their name will not be required to complete a letter of transmittal. No fractional shares will be issued under the share consolidation, and any fractional common shares equal to or greater than one-half will be rounded to the next whole number, otherwise, the fractional common shares will be cancelled. Following the consolidation, North Arrow will have issued and outstanding approximately 17,580,224 common shares. All outstanding options and share purchase warrants of the Company will be adjusted accordingly to reflect the share consolidation.

The directors believe the share consolidation will put the Company in a better position to finance its exploration and development activities. In particular, in light of the current market conditions, the Company believes it will be beneficial to the current shareholders to have the issued share capital made more attractive to future investors.

About North Arrow Minerals

North Arrow is a Vancouver, BC-based exploration company with a management, board of directors and advisors having significant successful experience in the global exploration and mining industry. North Arrow is currently focused on the evaluation of the Kraaipan Gold Project in Botswana and is also evaluating spodumene pegmatites at its 100% owned LDG, MacKay, and DeStaffany Lithium Projects (NWT) and maintaining its diamond interests in the Naujaat (NU), Pikoo (SK), and Loki (NWT) Projects. North Arrow’s exploration programs are conducted under the direction of Kenneth Armstrong, P.Geo. (NWT/NU, ON), President and CEO of North Arrow and a Qualified Person under NI 43-101.

North Arrow Minerals Inc.

/s/ “Kenneth A. Armstrong”
Kenneth Armstrong
President and CEO

For further information, please contact:
Ken Armstrong or Nick Thomas
Tel: 604-668-8354 or 778-229-7194
Website: www.northarrowminerals.com

Neither the TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

This news release contains "forward-looking statements" including but not limited to statements with respect to North Arrow's plans, the estimation of a mineral resource and the success of exploration activities. Forward-looking statements, while based on management's best estimates and assumptions, are subject to risks and uncertainties that may cause actual results to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the successful integration of acquisitions; risks related to general economic and market conditions; closing of financing; the timing and content of upcoming work programs; actual results of proposed exploration activities; possible variations in mineral resources or grade; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; changes in national and local government regulation of mining operations, tax rules and regulations. Although North Arrow has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements 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 statements. North Arrow undertakes no obligation or responsibility to update forward-looking statements, except as required by law.