

Form 51-102F3
Material Change Report

ITEM 1 NAME AND ADDRESS OF ISSUER

Carcetti Capital Corp. (the “**Company**”)
67 East 5th Avenue
Vancouver, British Columbia
V5T 1G7

ITEM 2 DATE OF MATERIAL CHANGE

October 7, 2025

ITEM 3 NEWS RELEASE

A news release relating to the material change was issued and disseminated via ACCESS Newswire on October 7, 2025.

ITEM 4 SUMMARY OF MATERIAL CHANGE

On October 7, 2025, the Company announced that it had further upsized its bought deal private placement of subscription receipts of the Company (the “**Brokered Offering**”) and closed the Brokered Offering and concurrent non-brokered private placement of subscription receipts of the Company (the “**Non-Brokered Offering**”, together with the Brokered Offering, the “**Offerings**”). Further, the Company announced its Reactivation (as such term is defined in TSXV Policy 2.6 – *Reactivation of NEX Companies*) from NEX Board to the main board of the TSX Venture Exchange (the “**TSXV**”) as a Tier 1 mining issuer.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

As disclosed in the Company’s material change report dated September 22, 2025, the Company has entered into a definitive agreement (the “**Transaction Agreement**”) to acquire a 100% interest in the Hemlo Gold Mine (“**Hemlo**”) in Ontario, Canada from wholly-owned subsidiaries of Barrick Mining Corporation (“**Barrick**”) for US\$875 million in cash and 34.6 million common shares of the Company (each, a “**Share**”) payable at closing, plus up to US\$165 million in additional contingent cash payments tied to gold price thresholds (the “**Transaction**”).

Private Placements

Pursuant to the Brokered Offering, the Company issued 339,268,500 subscription receipts of the Company (the “**Brokered Subscription Receipts**”) at a price of C\$2.00 (“**Brokered Issue Price**”) per Brokered Subscription Receipt for gross proceeds of C\$678,537,000 (US\$486,232,174). The syndicate of underwriters under the Brokered Offering was led by Scotia Capital Inc. (“**Scotia**”), as lead underwriter and sole bookrunner, and included BMO Nesbitt Burns Inc., Canaccord Genuity Corp., CIBC World Markets Inc., National Bank Financial Inc., Stifel Nicolaus Canada Inc. and Agentis Capital Markets (collectively, the “**Underwriters**”).

Pursuant to the Non-Brokered Offering, the Company issued 38,725,330 subscription receipts of the Company (the “**Non-Brokered Subscription Receipts**”) having substantially the same terms as the Brokered Subscription Receipts (together with the Brokered Subscription Receipts, the “**Subscription Receipts**”) at a price of C\$2.00 / US\$1.44 (“**Non-Brokered Issue Price**”) per Non-Brokered Subscription Receipt for gross proceeds of C\$77,819,325 (US\$55,764,475).

Each Subscription Receipt will entitle the holder to receive, without payment of additional consideration and without further action, one Share (a “**Subscription Receipt Share**”), subject to customary adjustment

provisions, upon the satisfaction or waiver of certain release conditions, including the satisfaction or waiver of all conditions to the completion of the Transaction substantially in accordance with the terms of the Transaction Agreement, other than the payment of the purchase price (the “**Release Conditions**”).

The Subscription Receipts and the Subscription Receipt Shares will be subject to a four month and one day hold period pursuant to Canadian securities laws.

In consideration of the Underwriters’ services rendered in connection with the Brokered Offering, the Underwriters are entitled to a cash commission of C\$26,074,100 (US\$18,684,414) (the “**Underwriters’ Fee**”). In connection with the sale of 2,524,600 Subscription Receipts under the Non-Brokered Offering, the Company will pay Sprott Global Resource Investments, Ltd. an aggregate finder’s fee equal to approximately US\$145,000.

The gross proceeds from the sale of the Subscription Receipts, less (i) 50% of the Underwriters’ Fee; and (ii) the Underwriters’ reasonable out-of-pocket expenses and the reasonable fees, taxes and disbursements of the Underwriters’ legal counsel in respect of the Brokered Offering, were deposited and are held in escrow by Odyssey Trust Company, as subscription receipt agent (the “**Subscription Receipt Agent**”), pending the satisfaction or waiver of the Release Conditions. If (i) closing of the Transaction does not occur on or before 5:00 p.m. (Eastern time) on the date that is six months from the date of the Transaction Agreement (the “**Acquisition Outside Time**”) and, as applicable pursuant to the applicable subscription receipt agreement, the Transaction Agreement is terminated in accordance with its terms; or (ii) the Transaction Agreement is terminated in accordance with its terms for any reason prior to the Acquisition Outside Time (each, a “**Termination Event**”), then an amount per Subscription Receipt equal to the Brokered Issue Price or the Non-Brokered Issue Price, as applicable, plus a *pro rata* share of any earned interest, calculated from the closing to the time of a Termination Event, net of any applicable withholding taxes, will be returned to the holders of the Subscription Receipts, and the Subscription Receipts will be cancelled.

Provided that the Release Conditions are met prior to a Termination Event, the Subscription Receipt Agent will release the remaining 50% of the deposited Underwriters’ Fee together with all interest earned thereon to the Underwriters, and the balance of the escrowed funds shall be released to the Company (or as directed by the Company).

The Company will use a portion of the proceeds from the Offerings to fund a portion of the US\$875 million upfront cash payment to Barrick. The remaining net proceeds will be used by the Company for working capital purposes upon closing of the Transaction.

In connection with the Transaction and as previously disclosed, the Company has entered into an amalgamation agreement with a wholly-owned subsidiary of the Company to amalgamate (the “**Amalgamation**”) under section 181 of the *Canada Business Corporations Act*. Pursuant to the Amalgamation, the Company expects it will consolidate its Shares (the “**Consolidation**”) on the basis of two-thirds (2/3) of a new Share of the Company (each, a “**HMC Share**”) for every one pre-consolidation Share and will change its name to Hemlo Mining Corp. (“**HMC**”). Upon completion of the Amalgamation, the HMC Shares will not be subject to a hold period under Canadian securities laws.

The Offerings remain subject to the final acceptance of the TSXV. The closing of the Transaction is subject to the receipt of certain regulatory and third-party consents or approvals, including: TSXV approval of the Transaction and Amalgamation; approval from the shareholders of the Company of the Amalgamation; and satisfaction of other customary closing conditions.

The Subscription Receipts and the Subscription Receipt Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any applicable securities laws of any state of the United States and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. This material change report shall not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company, nor shall there be any offer or

sale of any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Disclosure Required by MI 61-101

Certain “related parties” (as defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”)) of the Company participated in the Offerings and as such, the Offerings constitute a “related party transaction” under MI 61-101. The Offerings are exempt from minority shareholder approval and formal valuation requirements of MI 61-101, as the Company relied on the exemptions under sections 5.5(a) and 5.5(b) thereof on the basis that the fair market value of such related parties’ participation in the Offerings does not exceed 25% of the market capitalization of the Company and as the Company is not listed on specified markets. The related party participation in the Offerings are as follows:

Name of Related Party	Nature of Relationship	Number of Subscription Receipts	Value of Subscription Receipts	Number and Percentage of Outstanding Shares Held Before Closing ¹	Number and Percentage of Outstanding Shares Held After Closing ²
Jonathan Awde	Director of the Company Proposed Director and Executive Chair of HMC	5,500,000	C\$11,000,000	4,900,500 (19.09%)	10,400,500 (2.58%)
Jason Kosec	Proposed Director, CEO and President of HMC	500,000	C\$1,000,000	2,375,000 (9.25%)	2,875,000 (0.71%)
Jon Case	Proposed CFO of HMC	125,000	C\$250,000	800,000 (3.12%)	925,000 (0.23%)
Audra Walsh	Proposed Director of HMC	25,000	C\$50,000	300,000 (1.17%)	325,000 (0.08%)
Robert Quartermain ³	Proposed Director of HMC	1,000,000	C\$2,000,000	2,235,000 (8.71%)	3,235,000 (0.80%)
Glenn Kumoi	CEO, CFO, President and Director of the Company Proposed Director and Corporate Secretary of HMC	125,000	C\$250,000	100,000 (0.39%)	225,000 (0.06%)
Eric Tremblay	Proposed COO of HMC	75,000	C\$150,000	300,000 (1.17%)	375,000 (0.09%)
Raphael Dutaut	Proposed Vice President, Exploration of HMC	25,000	C\$50,000	360,000 (1.40%)	385,000 (0.10%)

Notes:

- (1) Calculated on a non-diluted basis, inclusive of Shares beneficially owned, controlled or directed, directly or indirectly, and based on 25,669,050 Shares issued and outstanding prior to the Closing.
- (2) Calculated on a fully-diluted basis, inclusive of Shares beneficially owned, controlled or directed, directly or indirectly, and based on 403,662,880 Shares to be issued and outstanding immediately following the conversion of the Subscription Receipts into Shares upon satisfaction of the Release Conditions but prior to the Consolidation.
- (3) Robert Quartermain’s aggregate subscription of 1,000,000 Subscription Receipts, was comprised of a subscription of 500,000 Subscription Receipts through the Brokered Offering and 500,000 Subscription Receipts through the Non-Brokered Offering. All other related party subscriptions described herein, participated through the Brokered Offering.

In connection with the Offerings, each related parties entered into lock-up agreements with the Underwriters, agreeing for a period ending 180 days after the release of the escrowed funds by the Subscription Receipt Agent to not, without the prior written consent of Scotia (on behalf of the Underwriters), directly or indirectly, among other things, offer, sell, transfer or otherwise dispose of any Shares or HMC common shares.

The directors of the Company approved the Offerings by written resolution. In accordance with section 120 of the *Canada Business Corporations Act*, each director who is also a related party in connection with the Offerings, specifically Jonathan Awde and Glenn Kumoi, abstained from voting with respect to the approval of the Offerings. The Offerings, including all of the terms and conditions therein, were unanimously approved by the directors of the Company entitled to vote thereon.

The Company did not file a material change report more than 21 days before the closing date of the Offerings as the details of the Offerings and the related party participation thereof were not settled until shortly prior to closing, and the Company wished to close the Offerings on an expedited basis for sound business reasons.

To the knowledge of the Company or any director or senior officer of the Company, after reasonable inquiry, no “prior valuations” (as defined in MI 61-101) in respect of the Company that relate to or are relevant to the Offerings, have been prepared within 24 months preceding the date hereof.

Reactivation

In connection with the Transaction, the Company met the requirements to be listed as a Tier 1 mining issuer on the TSXV and, effective October 6, 2025, the Company was Reactivated from the NEX Board to the main board of the TSXV. The Shares have been halted since the announcement of the Transaction on September 10, 2025, and will remain halted until the Company receives final approval of the Transaction from the TSXV, which remains conditional upon, among other things, the Company filing a reverse takeover filing statement prior to the closing of the Transaction. Should the Company not complete the Transaction, the Company will return to the NEX Board.

Cautionary Note Regarding Forward-looking Statements

This material change report contains forward-looking statements including but not limited to: the anticipated use of the proceeds of the Offerings; receipt of corporate and regulatory approvals of the Transaction; the completion of the Transaction; satisfaction of the Release Conditions; receipt of shareholder approval; and the Company’s expectations with respect to the Transaction generally.

These forward-looking statements are provided as of the date hereof, or the effective date of the documents referred to in this material change report, as applicable, and reflect predictions, expectations or beliefs regarding future events based on the Company’s beliefs at the time the statements were made, as well as various assumptions made by and information currently available to them. In making the forward-looking statements included in this material change report, the Company has applied several material assumptions, including, but not limited to: that the terms and conditions of the Transaction will not be subject to material changes; that the Transaction will be approved by applicable third parties, including the TSXV; the financing requirements of the Transaction and the matters related thereto will be successfully obtained; the Company will remain listed as a Tier 1 mining issuer on the TSXV; the TSXV will provide final acceptance for the Offerings; and that the documents, projections and models on which the Company has relied are accurate in all material respects. Although management considers these assumptions to be reasonable based on information available to it, they may prove to be incorrect. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions on which they are based do not reflect future experience.

We caution readers not to place undue reliance on these forward-looking statements. Forward-looking statements involve significant known and unknown risks and uncertainties, which could cause actual results to differ materially from those anticipated. These risks include, but are not limited to: the failure to obtain corporate, third-party or regulatory approvals in connection with the Transaction; the failure to obtain the required financing arrangements for the Transaction; the Company returning to the NEX Board following the failure to complete the Transaction; uncertainty and variations in the estimation of mineral resources and mineral reserves; risks related to the Company's anticipated indebtedness; risks related to exploration, development, and operation activities; political risks, delays in obtaining or failure to obtain governmental permits, or non-compliance with permits; environmental and other regulatory requirements; uncertainties related to title to mineral properties; water rights; risks related to natural disasters, terrorist acts, health crises, and other disruptions and dislocations; financing risks and access to additional capital; risks related to guidance estimates and uncertainties inherent in the preparation of a technical report; uncertainty in estimates of production, capital, and operating costs and potential production and cost overruns; the fluctuating price of gold; unknown liabilities in connection with the acquisition of Hemlo mine; global financial conditions; uninsured risks; climate change risks; competition from other companies and individuals; conflicts of interest; volatility in the market price of the Company's securities; the Company's limited operating history; litigation risks; the Company's ability to complete, and successfully integrate the acquisition of Hemlo mine; intervention by non-governmental organizations; outside contractor risks; risks related to historical data; risks related to the Company's accounting policies and internal controls; shareholder activism; and other risks associated with executing the Company's objectives and strategies.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS.

Not applicable.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 OMITTED INFORMATION

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

ITEM 8 EXECUTIVE OFFICER

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ITEM 9 DATE OF REPORT

October 16, 2025