MATERIAL CHANGE REPORT

1. *Name and Address of Reporting Issuer:*

Zonte Metals Inc.
20 Fielding Ave
Dartmouth, NS
B3B 1E1

2. *Date of Material Change:*
Dec 30. 2024

3. *News Release:*

A news release was issued and disseminated on Dec 30, 2024 through The Newswire and filed on SEDAR. See Schedule “A” attached hereto for a copy of the news releases.

4. *Summary of Material Change:*
Zonte Metals Completes Non-Brokered Private Placement

5. *Full Description of Material Change:*

Please see Schedule “A” attached hereto for a copy of the news release.

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

Not applicable.

7. *Omitted Information: None*.

8. *Executive Officer:*

For further information, please contact:
Terry Christopher
CEO & President
Phone (902) 405-3520
Fax (902) 405-3910

9. *Date of Report:*

Dec 30, 2024

Dated at Altanta, Nova Scotia this 30th day of December 2024.

ZONTE METALS INC.

Signed "Terry Christopher"

Per: __(signed "Terry Christopher")____________
PRESIDENT and CEO

Schedule "A"

Zonte Metals Completes Non-Brokered Private Placement

December 30, 2024 TSXV: ZON

Zonte Metals Inc (TSXV:ZON)(XOTC:EREPF) ("Zonte" or the "Company") has completed its previously announced non-brokered private placement and, subject to TSX Venture Exchange (the "Exchange") approval, issued 3,991,924 shares including 715,000 common share units at a price of $0.06 per Common Share Unit ("CS Unit") and 3,276,924 flow through shares at a price of $0.065 per Flow-through Share ("FT Shares") (together, the "Offering"), for total proceeds of $255,900.06. Each CS Unit consists of one common share and one-half common share purchase warrant. Each full warrant is exercisable until December 20, 2026, to purchase one common share of the Company at a price of $0.10 per share. Following completion of the Offering, the Company will have 80,904,105 shares issued and outstanding.

In connection with securities sold pursuant to the Offering, the Company will pay $15,680 in cash and issue 243,385 Finders' Warrants to two Eligible Finders, each of whom is at arm's length to the Company. Each Finders' Warrant is exercisable until June 20, 2026, to purchase one common share of the Company at a price of $0.12 per share. Finders' Fees paid in connection with the Offering are subject to and in accordance with Exchange and regulatory policies.

An insider of the Company acquired 150,000 CS Units of the Offering for proceeds to the Company of $9,000. Any participation by insiders in the Offering constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). However, the Company intends to rely on the exemptions available under the instrument and such participation will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101.

All securities issued pursuant to the Offering will be subject to a four-month and one day statutory hold period ending April 21, 2025.

The Company intends to use the net proceeds of the Offering for working capital purposes and exploration at the Cross Hills Iron Oxide Copper Gold Property, in Newfoundland and Labrador.

About Zonte

Zonte Metals Inc. is a junior explorer focused on gold and copper. The Company owns 100% of the MJ project, in the Tintina Gold Belt, located in the Yukon Territory, the Wings Point project in the new Central Newfoundland Gold Belt, and the Cross Hills IOCG project located in Newfoundland and Labrador. In Colombia; the company has a 25% carried interest in Project X where historic drilling intersected significant gold mineralization and the Company and partner have an application over open areas sitting on top of the open pit outline of the Gramalote Deposit in Colombia, which is held by AngloGold Ashanti (NYSE:AU) and B2Gold (TSX:BTO, NYSE:BTG). The title issuance is being contested by the state governing the application and the Company has started legal action to protect its rights.

Forward-Looking Information

This news release contains forward-looking statements which include statements regarding the Corporation's future plans, as well as statements regarding financial and business prospects and the Corporation's future plans, objectives or economic performance and financial outlooks. The Corporation believes that the expectations reflected in this news release are reasonable but actual results may be affected by a variety of variables and may be materially different from the results or events predicted in the forward-looking statements. Readers are therefore cautioned not to place undue reliance on these forward-looking statements. In evaluating forward-looking statements readers should consider the risk factors which could cause actual results or events to differ materially from those indicated by such forward-looking statements. These forward-looking statements are made as of the date hereof, and unless otherwise required by applicable securities laws, the Corporation does not intend nor does it undertake any obligation to update or revise any forward-looking statements.

For further information contact:

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www.zontemetals.com