**Form 51-102F3**
***Material Change Report***

**Item 1 Name and Address of Company**

Tombill Mines Limited ("**Tombill**" or the "**Company**")
1 Dundas Street West
Suite 2500
Toronto, ON
M5G 2L5

**Item 2 Date of Material Change**

June 18, 2026

**Item 3 News Release**

A news release was issued by the Company on June 18, 2026 through the facilities of Newsfile Corp. and was subsequently filed on SEDAR+.

**Item 4 Summary of Material Change**

On June 18, 2026, the Company completed a non-brokered private placement and a concurrent royalty sale to Dynamo Metals ("**Dynamo**") for aggregate gross proceeds of approximately C$829,011 (together, the "**Transaction**"). The Transaction was comprised of (i) the issuance of units of the Company for gross proceeds of C$579,011 and (ii) the sale of a 1% net smelter return royalty (the "**NSR**") for C$250,000.

**Item 5.1 Full Description of Material Change**

On June 18, 2026, the Company completed a non-brokered private placement and a concurrent royalty sale to Dynamo for aggregate gross proceeds of approximately C$829,011. The Transaction was comprised of (i) the issuance of units of the Company for gross proceeds of C$579,011 and (ii) the sale of a 1% NSR for C$250,000.

***Private Placement of Units***

The private placement consisted of 28,950,546 units of the Company (each, a "**Unit**") at a price of C$0.02 per Unit for gross proceeds of approximately C$579,011. Each Unit comprises one common share (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to acquire one Common Share at a price of C$0.05 for a period of 36 months following closing. On a non-diluted, post-closing basis, Dynamo holds approximately 9.9% of the Company.

In connection with the private placement, the Company and Dynamo have entered into an Investor Rights Agreement (the "**Investor Rights Agreement**"). For so long as Dynamo holds at least 5% of the Company's outstanding Common Shares, it has the right to participate in future equity financings to maintain its ownership interest up to 9.9%. Dynamo has agreed to a standstill, under which it will not increase its position above 9.9% without the prior consent of Tombill, to support the Company's board recommendations, and to a 12-

month lock-up on the securities issued under the private placement. A copy of the Investor Rights Agreement will be filed under the Company's profile on SEDAR+ at www.sedarplus.ca.

***Sale of Net Smelter Return Royalty to Dynamo***

Concurrently with the private placement, Tombill has sold to Dynamo a 1% NSR over all minerals produced from the Company's claims for C$250,000 in cash. The NSR is subject to customary terms and there is no buyback right.

***Net Smelter Return Royalty***

Tombill has also created a separate 1% NSR in its own favour on substantially the same terms (the "**Tombill Royalty**"), which the Company will hold as an asset. In the event Dynamo elects to realise or transact its NSR, whether on a standalone basis or as part of a portfolio, Tombill has the right to include (tag on) its Tombill Royalty in that transaction on equivalent terms.

***Use of Proceeds and Closing***

The Company intends to use the proceeds of the Transaction for working capital and field work in 2026, 2027 and 2028. It is anticipated that more than 10% of the gross proceeds will be used for field work on the Geraldton property. None of the proceeds will be used for payments to persons conducting investor relations activities.

The securities issued under the private placement are subject to a hold period of four months and one day from the date of closing, in addition to any contractual lock-up under the Investor Rights Agreement. No commission or finder's fee was paid in connection with the Transaction.

***Greg Smith Appointed Strategic Advisor to Tombill***

Greg Smith was appointed as a strategic advisor to the Company in connection with the Transaction, supporting Tombill's project advancement.

**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**

Adam Horne
Chief Executive Officer
Email: ir@tombillmines.com

**Item 9 Date of Report**

June 30, 2026

***Cautionary Note Regarding Forward Looking Information***

*Certain information contained herein constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the Transaction and the anticipated use of proceeds from the Transaction. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "will" or variations of such words and phrases or statements that certain actions, events or results "will" occur. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. 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. Readers should not place undue reliance on forward-looking statements and forward-looking information. The Company will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.*

*Additional information identifying risks and uncertainties is contained in filings by the Company with the Canadian securities regulators, which filings are available at www.sedarplus.ca.*