

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

MILLENNIAL POTASH CORP. ("Millennial Potash" or the "Company")
Suite 300-1455 Bellevue Ave
West Vancouver BC V7T 1C3

ITEM 2 Date of Material Change

Effective date for material change report on February 10, 2025

ITEM 3 News Release

A news release announcing the material change was disseminated on February 10, 2025

ITEM 4 Summary of Material Change

Millennial Potash Corp. is pleased to announce that it has closed the second tranche (the "Second Tranche") of its private placement (the "Private Placement") of units (the "Units") comprised of one common share of the Company (the "Shares") and one-half share purchase warrant (each warrant being a "Warrant" or the "Warrants"). Each of the Warrants issued are exercisable for a period of two years from the date of issuance at a price of CDN\$0.40 per Share. The Private Placement was first announced on November 22, 2024 and was amended on November 27, 2024 to increase the size of the Private Placement.

The closing of the Second Tranche was conditional upon receipt of shareholder approval to the Acquiror (as defined below) becoming a control person of the Company. This shareholder approval was received on February 7, 2025.

The Second Tranche consisted of 7,000,000 units (the "Second Tranche Units") at a price of \$0.30 for proceeds of \$2,100,000. The first tranche (the "First Tranche") consisted of 5,644,000 units for proceeds of \$1,693,200. On December 4, 2024, the Company announced it had closed this First Tranche.

Commissions on the Private Placement totalling CDN\$46,998 were paid in connection with the First Tranche of the Private Placement.

The Shares in the Second Tranche Units, and any Shares issued by way of exercise of Warrants, are subject to a four month hold period expiring on June 8, 2025.

Proceeds of the Private Placement are to be used to fund exploration and development activities on the Company's Banio Potash Project and for general working capital purposes.

Early Warning

As part of the First Tranche of the Private Placement closing, The Quaternary Group Ltd. (the "Acquiror") was issued 3,000,000 Units being 3,000,000 Shares and 1,500,000 Warrants. Upon closing of the second tranche of the Private Placement (the "Second Tranche"), the Acquiror was issued an additional 7,000,000 Units.

The Acquiror now holds a total of 22,135,500 Shares and 7,000,000 warrants (of which 5,000,000 Warrants were acquired in the Private Placement) representing approximately 26.35% of the outstanding Shares of the outstanding Shares on a non-diluted basis and 30.49% of the outstanding Shares on a partially diluted basis assuming exercise of the 5,000,000 Warrants issued in the First Tranche and the Second Tranche. The Acquiror holds an additional 2,000,000 warrants acquired in connection with a past financing.

The Common Shares are held by the Acquiror for investment purposes. The Acquiror currently has no plans or intentions that relate to or would result in any of the items listed in items 5(a) to 5(k) of the Early Warning Report. However, depending on market conditions, general economic and industry conditions, trading prices of the Company's securities, the Company's business, financial condition and prospects and/or other relevant factors, the Acquiror may develop such plans or intentions in the future and, at such time, may from time to time acquire additional securities, dispose of some or all of the existing or additional securities or may continue to hold the Shares or other securities of the Company.

Additional details of the Private Placement including required MI 61-101 disclosure can be found in the Company's news releases of November 22, 2024, November 27, 2024 and December 4, 2024.

ITEM 5 Full Description of Material Change

See Schedule "A" attached for a copy of the news release announcing the material change.

ITEM 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

N/A

ITEM 7 Omitted Information

N/A

ITEM 8 Executive Officer

Farhad Abasov, President, and Director
(604) 662-8184

ITEM 9 Date of Report

February 10, 2025

February 10, 2025

**MILLENNIAL ANNOUNCES CLOSING OF SECOND TRANCHE OF
PRIVATE PLACEMENT FOR TOTAL PROCEEDS OF \$3,793,200**

Millennial Potash Corp. (TSX.V:MLP, OTCQB:MLPNF, FSE: X0D) ("MLP", "Millennial" or the "Company") is pleased to announce that it has closed the second tranche (the "Second Tranche") of its private placement (the "Private Placement") of units (the "Units") comprised of one common share of the Company (the "Shares") and one-half share purchase warrant (each warrant being a "Warrant" or the "Warrants"). Each of the Warrants issued are exercisable for a period of two years from the date of issuance at a price of CDN\$0.40 per Share. The Private Placement was first announced on November 22, 2024 and was amended on November 27, 2024 to increase the size of the Private Placement.

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Commissions on the Private Placement totalling CDN\$46,998 were paid in connection with the First Tranche of the Private Placement.

The Shares in the Second Tranche Units, and any Shares issued by way of exercise of Warrants, are subject to a four month hold period expiring on June 8, 2025.

Proceeds of the Private Placement are to be used to fund exploration and development activities on the Company's Banio Potash Project and for general working capital purposes.

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The Acquiror now holds a total of 22,135,500 Shares and 7,000,000 warrants (of which 5,000,000 Warrants were acquired in the Private Placement) representing approximately 26.35% of the outstanding Shares of the outstanding Shares on a non-diluted basis and 30.49% of the outstanding Shares on a partially diluted basis assuming exercise of the 5,000,000 Warrants issued in the First Tranche and the Second Tranche. The Acquiror holds an additional 2,000,000 warrants acquired in connection with a past financing.

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to 5(k) of the Early Warning Report. However, depending on market conditions, general economic and industry conditions, trading prices of the Company's securities, the Company's business, financial condition and prospects and/or other relevant factors, the Acquiror may develop such plans or intentions in the future and, at such time, may from time to time acquire additional securities, dispose of some or all of the existing or additional securities or may continue to hold the Shares or other securities of the Company.

A copy of the Early Warning Report to be filed by the Acquiror will be available on SEDAR+ under the Company's profile on www.sedarplus.ca.

Additional details of the Private Placement including required MI 61-101 disclosure can be found in the Company's news releases of November 22, 2024, November 27, 2024 and December 4, 2024.

To find out more about Millennial Potash Corp. please contact Investor Relations at (604) 662-8184 or email at info@millennialpotash.com.

Keep up-to-date on Millennial Potash developments and join our online communities on: [Twitter](#), [Facebook](#), [LinkedIn](#), [Instagram](#) and [YouTube](#).

MILLENNIAL POTASH CORP.

"Farhad Abasov"
Chair of the Board of Directors

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

This document may contain certain "Forward-Looking Statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. When used in this news release, the words "anticipate", "believe", "estimate", "expect", "target", "plan" or "planned", "forecast", "intend", "may", "schedule" and similar words or expressions identify forward-looking statements or information. These forward-looking statements or information may relate to future prices of commodities, accuracy of mineral or resource exploration activity, reserves or resources, regulatory or government requirements or approvals including approvals of title and mining rights or licenses and environmental (including land or water use), local community or indigenous community approvals, the reliability of third party information, continued access to mineral properties or infrastructure, changes in laws, rules and regulations in Gabon or any other jurisdiction which may impact upon the Company or its properties or the commercial exploitation of those properties, currency risks including the exchange rate of USD\$ for Cdn\$ or CFA or other currencies, fluctuations in the market for potash or potash related products, changes in exploration costs and government royalties, export policies or taxes in Gabon or any other jurisdiction and other factors or information. The Company's current plans, expectations and intentions with respect to development of its business and of the Banio Potash Project may be impacted by economic uncertainties arising out of any pandemic or by the impact of current financial and other market conditions on its ability to secure further financing or funding of the Banio Potash Project. Such statements represent the Company's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political, environmental and social risks, contingencies and uncertainties. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.