Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Auston Capital Corp. (the **"Company"**)
608 – 409 Granville Street
Vancouver, B.C. V6C 1T2

Item 2 Date of Material Change

September 1, 2022

Item 3 News Release

A news release was disseminated on September 1, 2022 through the facilities of Stockwatch.

Item 4 Summary of Material Change

The Company has entered into a non-binding letter agreement dated September 1, 2022 (the "**LOI**") with Eastport Ventures Inc. ("**Eastport**") whereby Auston will complete a business combination with Eastport through such structure as the parties may determine, which transaction is intended to constitute the Company's "Qualifying Transaction" in accordance with Policy 2.4 – *Capital Pool Companies* of the TSX Venture Exchange ("**TSX-V"**).

Item 5 Full Description of Material Change

On September 1, 2022, the Company entered into the LOI with Eastport.

Upon successful completion of the proposed business combination with Eastport (the "**Transaction**"), it is anticipated that the Company will be listed as a tier 2 mining issuer on the TSX-V and will carry on the business of Eastport.

Transaction Summary

Subject to the completion of due diligence, the LOI contemplates that the Company and Eastport will negotiate and enter into a definitive agreement in respect of the Transaction (the "**Definitive Agreement**"), under which all of the issued and outstanding securities of Eastport will be exchanged for securities of Auston on a to be determined basis. The terms and conditions outlined in the LOI are non-binding on the parties. The Transaction will be structured as a three-cornered amalgamation, plan of arrangement or other structure based on the advice of the parties' respective advisors and taking into account various securities, tax, operating and other considerations. The Board of the Company cannot confirm the exact number of consideration shares that would be issued to the shareholders of Eastport until such time as Auston and Eastport have negotiated and settled the principal terms of the Transaction.

There can be no assurance that the parties will reach agreement on the principal terms of the Transaction or execute a Definitive Agreement or that the Transaction will complete as proposed or at all. The LOI may be terminated by a party if, among other things, due diligence is not completed to the satisfaction of that party or the parties do not settle the principal terms of the Transaction by November 30, 2022. Until the LOI is terminated or the parties have entered into a Definitive Agreement, the parties have agreed not to solicit, negotiate or entertain any proposal or offer in competition with the Transaction. If the parties execute a Definitive Agreement, completion of the Transaction would be subject to a number of conditions, including, among other things, receipt of the conditional approval of the TSX-V and if required, shareholder approval; completion of a consolidation on terms to be determined; completion of a concurrent financing , which would close concurrently with completion of the Transaction; and other standard conditions of closing for a transaction in the nature of the Transaction.

The Transaction will not constitute a “Non-Arm’s Length Qualifying Transaction” (as such term is defined in the policies of the Exchange) for the Company. Accordingly, the Transaction will not require the approval of the shareholders of the Company.

In accordance with the policies of the TSXV, the Auston Shares are currently halted from trading and will remain so until such time as the TSXV determines, which, depending on the policies of the TSXV, may not occur until completion of the Transaction.

About Eastport

Eastport is a private company existing under the laws of Ontario with a portfolio of exploration projects in Botswana and an investment portfolio.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

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

Item 8 Executive Officer

Mark Fekete is knowledgeable about the material change and the Report and may be contacted (819)-354-5244

Item 9 Date of Report

September 6, 2022