FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. **Name and Address of Corporation**

1246779 B.C. Ltd. ("**779**" or the "**Corporation**")
#3400 22 Adelaide SW
Toronto, Ontario M5H 4E3

Item 2. **Date of Material Change**

October 25, 2021.

Item 3. **News Release**

A news release was disseminated on October 25, 2021, through the facilities of Newsfile Corp.

Item 4. **Summary of Material Change**

On October 25, 2021, Western Alaska Copper & Gold. ("**WAC&G**"), 779 and WACG Acquisition Co. ("**Subco**") closed its previously-announced non-brokered private placement offering (the "**Offering**") of subscription receipts of 779 ("**Subscription Receipts**") by issuing 6,124,507 Subscription Receipts at a price of $0.85 each, for gross proceeds of approximately $5,205,831.

The Offering has been completed in connection with, and as a condition of, the previously announced business combination transaction (the "**Proposed Transaction**") between 779, WAC&G and WACG Acquisition Co. ("**Subco**"), which is to occur by way of a plan of merger pursuant to a definitive business combination agreement and will result in the reverse takeover of 779 by WAC&G and the listing of the resulting entity (the "**Resulting Issuer**") on the TSX Venture Exchange.

Upon completion of the Proposed Transaction, the Resulting Issuer will carry on the current business of WAC&G and will qualify as a Tier 1 Mining Issuer pursuant to the policies of the TSXV.

Item 5. **5.1 Full Description of Material Change**

WAC&G, 779 and Subco announced their intention to conduct a non-brokered private placement of Subscription Receipts in the Concurrent Financing on September 13, 2021. On October 25, 2021, WAC&G, 779 and Subco closed the Offering by issuing 6,124,507 Subscription Receipts at a price of $0.85 each, for gross proceeds of approximately $5,205,831.

The Offering has been completed in connection with, and as a condition of, the Proposed Transaction between 779, WAC&G and Subco, which is to occur by way of a plan of merger pursuant to a definitive business combination agreement and will result in the reverse takeover of 779 by WAC&G and the listing of the Resulting Issuer on the TSX Venture Exchange. Upon completion of the Proposed Transaction, the Resulting Issuer will carry on the current business of WAC&G and will qualify as a Tier 1 Mining Issuer pursuant to the policies of the TSXV.

The gross proceeds from the Offering, less any finder's fees paid at closing, are being held in escrow by Odyssey Trust Company ("**Odyssey**") in accordance with a subscription receipt agreement ("**Subscription Receipt Agreement**") dated October 22, 2021 among 779, Odyssey and WAC&G, pending satisfaction and/or waiver of certain escrow release conditions, including, among other things: (a) completion or satisfaction or waiver of all conditions-precedent to the Proposed Transaction; and (b) the receipt of all required shareholder and regulatory approvals, as applicable (the "**Escrow Release Conditions**"). If the Escrow Release Conditions are satisfied on or before November 8, 2021 or on such later date as may be extended pursuant to the Subscription Receipt Agreement (the "**Escrow Deadline**"), the net proceeds from the sale of the Subscription Receipts will be released from escrow to the Resulting Issuer and each Subscription Receipt will be converted into one post-consolidation common share of 779 without any further action by its holder, and for no additional consideration. If the Proposed Transaction is not completed on or before the Escrow Deadline or is terminated at an earlier time, then the escrowed proceeds (plus accrued interest) for the Subscription Receipts will be returned to the holders on a pro rata basis. The aggregate net proceeds of the Offering will be used to further fund exploration activities on WAC&G's projects in Alaska and for general corporate purposes. Although it is intended that the use of the net proceeds of the Offering will be as described herein, the actual allocation of proceeds may vary from the uses set forth herein, depending on future operations or unforeseen events or opportunities.

Concurrently with the Proposed Transaction, 779 intends to consolidate its issued and outstanding capital on the basis of one post-consolidation common share of 779 for each 2.036 pre-consolidation common share of 779 and to change its name to "Western Alaska Minerals Corp." or such other name as may be agreed to by WAC&G and 779 and accepted by the relevant regulatory authorities.

In connection with the Offering, 779 paid cash finder's fees to certain registrants or eligible persons exempt from registration in respect of the gross proceeds raised from subscribers introduced by such finders or eligible persons.

779 and WAC&G are also pleased to announce that WAC&G has entered into a financial advisory agreement with Agentis Capital Mining Partners, whereunder Agentis will act as financial advisor to WAC&G, and provide advisory services related to, among other things, the Offering and the Proposed Transaction. For its services, Agentis will earn a US$60,000 fee, payable in cash upon closing of the Proposed Transaction.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on Section 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No significant facts have been omitted from this report.

Item 8. Executive Officer

James Ward
Chief Executive Officer and Director
(416) 897-2359

Item 9. Date of Report

November 1, 2021

Cautionary Statement on Forward-Looking Statements and Information

This material change report contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this material change report. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would" , "might " or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this material change report, forward-looking statements relate, among other things, to: (i) the proposal to complete the Proposed Transaction and associated transactions (including the Concurrent Financing), (ii) statements regarding the terms and conditions of the Proposed Transaction and the Concurrent Financing, (iii) the use of proceeds therefrom the business and operations of 779, WAC&G and the Resulting Issuer, (iv) approval of regulatory bodies, and (v) plans to drill additional holes in 2021. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; the delay or failure to receive board, shareholder, court or regulatory approvals; the supply and demand for labour and other project inputs; changes in commodity prices; changes in interest and currency exchange rates; risks relating to inaccurate geological and engineering assumptions; risks relating to unanticipated operational difficulties (including failure of equipment or processes to operate in accordance with specifications or expectations, cost escalation, unavailability of materials and equipment, government action or delays in the receipt of government approvals, industrial disturbances or other job action, and unanticipated events related to health, safety and environmental matters); risks relating to adverse weather conditions; political risk and social unrest; changes in general economic conditions or conditions in the financial markets; changes in laws; risks related to the direct and indirect impact of COVID-19 including, but not limited to, its impact on general economic conditions, and the ability to obtain financing as required; and other risk factors as detailed from time to time. 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. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this material change report. Except as required by law, 779 and WAC&G assume no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law. The statements in this material change report are made as of the date of this report.