

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Wallbridge Mining Company Limited (“**Wallbridge**” or the “**Company**”)
129 Fielding Rd.
Lively, Ontario
P3Y 1L7

Item 2 Date of Material Change

January 31, 2024

Item 3 News Release

A press release relating to the material change described herein was disseminated through Intrado on January 31, 2024 and filed on www.sedarplus.ca.

Item 4 Summary of Material Change

On January 31, 2024, the Company announced that the Board of Directors appointed Brian Penny and Mary Montgomery, who have been serving as Interim Chief Executive Officer (“**CEO**”) and Interim Chief Financial Officer (“**CFO**”), respectively, since October 10, 2023, to permanent positions as Wallbridge’s CEO and CFO, effective immediately. In addition, the Company announced the resignation of Vice-President, Exploration Attila Pentek, effective March 31, 2024.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Effective January 31, 2024, the Company’s Board of Directors appointed Brian Penny and Mary Montgomery, who have been serving as Interim Chief Executive Officer and Interim Chief Financial Officer, respectively, since October 10, 2023, to permanent positions as Wallbridge’s CEO and CFO. In addition, the Company announced the resignation of Vice-President, Exploration Attila Pentek, effective March 31, 2024..

5.2 Disclosure for Restructuring Transactions

N/A

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

Sean Stokes
Corporate Secretary
Tel: 416-712-7481
Email: ssokes@wallbridgeminig.com

Item 9 Date of Report

February 2, 2024