

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

High Tide Resources Corp.
110 Yonge Street, Suite 1601
Toronto, ON M5C 1T4

Item 2 Date of Material Change

February 5, 2026.

Item 3 News Release

The press release attached as Schedule "A" was released on February 5, 2026

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule "A".

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule "A".

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Steve Roebuck
Chief Executive Officer and Director
High Tide Resources Corp.
sroebuck@hightideresources.com
(905) 741-5458

Item 9 Date of Report

February 9, 2026.



High Tide Resources Announces Non-Brokered Private Placements

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Toronto, ON – February 5, 2026 – High Tide Resources Corp. ("**High Tide Resources**" or the "**Company**") (CSE: **HTRC**) is pleased to announce a non-brokered private placement offering (the "**LIFE Offering**") pursuant to which the Company intends to issue any combination of: (i) units of the Company (the "**LIFE HD Units**") at a price of \$0.20 per LIFE HD Unit, and (ii) charity flow-through units of the Company (the "**CFT Units**", and together with the LIFE HD Units, the "**LIFE Offered Securities**") at a price of \$0.27 per CFT Unit, subject to the sale of a minimum of 7,500,000 LIFE HD Units and a minimum of 12,500,000 CFT Units for minimum aggregate gross proceeds of \$4,875,000 and subject further to maximum aggregate gross proceeds of up to \$6,225,000. PowerOne Capital Markets Inc., among others, have agreed to act as finder under the LIFE Offering.

Each LIFE HD Unit will consist of one common share of the Company (a "**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder to acquire one Common Share (a "**Warrant Share**") at an exercise price of \$0.30 per Warrant Share for a period of 24 months from the date of issuance. Each CFT Unit will consist of one Common Share to be issued as a "flow-through share" within the meaning of subsection 66(15) of the *Income Tax Act (Canada)* and one-half of one Warrant.

The Company also announces a concurrent non-brokered private placement offering (the "**Non-LIFE Offering**" and together with the LIFE Offering, the "**Offerings**") pursuant to which the Company intends to issue up to 2,000,000 units of the Company (the "**Non-LIFE Units**", and together with the LIFE Offered Securities, the "**Offered Securities**") at a price of \$0.20 per Non-LIFE Unit for gross proceeds of up to \$400,000. Each Non-LIFE Unit will consist of one Common Share and one-half of one Warrant.

The LIFE Offered Securities will be offered pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* ("**NI 45-106**"), as modified by Coordinated Blanket Order 45-935 -*Exemptions From Certain Conditions of the Listed Issuer Financing Exemption* (the "**LIFE Exemption**"), in the provinces of Alberta, British Columbia, Manitoba, Nova Scotia, Ontario, Québec and Saskatchewan, and in certain other jurisdictions outside of Canada in accordance with applicable securities laws and OSC Rule 72-503 – *Distributions Outside Canada*. The Non-LIFE Units will be offered pursuant to the prospectus exemptions under NI 45-106 other than the LIFE Exemption. The Common Shares comprising part of the LIFE HD Units and the CFT Shares comprising part of the CFT Units will not be subject to a hold period under applicable Canadian securities laws. The Common Shares underlying the Non-LIFE



Units, the Warrants and the Warrant Shares, if issued prior to the date which is four-months from the day of issuance, will be subject to a four-month and one-day hold period.

The Company will use an amount equal to the gross proceeds of the sale of the CFT Units to incur “Canadian exploration expenses” (the “**Qualifying Expenditures**”) after the Closing Date and prior to December 31, 2027 and shall renounce the Qualifying Expenditures so incurred to the purchasers of the CFT Units effective on or before December 31, 2026. Such proceeds are expected to be used to conduct a drill program, and advance metallurgical testwork and complete an environmental base line study at the Company’s Labrador West Iron Project at the Company’s Labrador West Iron Project. The net proceeds for the sale of the LIFE HD Units and the Non-LIFE Units shall be used for general corporate and working capital purposes.

The Company expects to pay eligible finders a cash commission of up to 7% of the gross proceeds raised under the Offerings and to issue finder warrants (the “**Finder Warrants**”) equal to up to 7% of the number of Offered Securities sold under the Offerings. Each Finder Warrant will entitle the holder to acquire one Non-LIFE Unit at a price of \$0.20 for a period of 24 months from closing of the applicable Offering. The Offerings are expected to close on or about February 25, 2026, or such other date as the Company may determine, subject to the receipt of all required regulatory approvals.

There is an offering document related to the LIFE Offering that can be accessed under the Company’s profile at www.sedarplus.com and on the Company’s website at www.hightideresources.com. Prospective investors should read this offering document before making an investment decision.

The Company also announces that, effective January 31, 2026, the Company issued five separate promissory notes (the “**Notes**”) to certain directors, officers and services providers of the Company having an aggregate value of \$329,084.80, evidencing loans from such persons for working capital purposes. The Notes do not bear interest and are due and payable no later than January 31, 2028. The issuance of the Notes to directors and officers of the Company (the “**Insiders**”) is a “related party transaction” as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) however is exempt from the formal valuation and minority shareholder approval requirements provided under MI 61-101 pursuant to section 5.5(a) and section 5.7(1)(a) of MI 61-101, on the basis that the value of the Notes issued to Insiders does not exceed 25% of the fair market value of the Company’s market capitalization.

The securities offered have not been registered under the U.S. *Securities Act of 1933*, as amended (the “**U.S. Securities Act**”), and may not be offered or sold to, or for the account or benefit of, persons in the “United States” or “U.S. persons” (as such terms are defined in Regulation S under the U.S. Securities Act) absent registration under the U.S. Securities Act and all applicable state securities laws or compliance with an applicable exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.



About High Tide Resources Corp.

High Tide is focused on and committed to the development of mineral projects critical to infrastructure development using industry best practices combined with a strong social license from local communities. High Tide owns a 100% interest in the Labrador West Iron Project which hosts a NI 43-101 Inferred iron resource of 654.9 Mt @ 28.84% Fe and is located adjacent to IOCC's Carol Lake Mine in Labrador City, NL. This resource is exposed at surface and was pit constrained for an open-pit mining scenario. The Technical Report was filed on SEDAR on April 6, 2023 and was authored by Ryan Kressall M.Sc., P. Geo, Matthew Herrington, M.Sc., P. Geo, Catharine Pelletier, P. Eng. and Jeffrey Cassoff P. Eng.

The Company also owns a 100% interest in the Lac Pegma copper-nickel-cobalt deposit located 50 kilometres southeast of Fermont, Quebec.

Further details on the Company, including a NI 43-101 technical report on the Labrador West Iron property can be found on the Company's website at www.hightideresources.com.

Qualified Person

The technical information contained in this news release has been approved by Steve Roebuck P.Geo., CEO and Director of High Tide, who is a Qualified Person as defined in National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*.

For further information, please contact:

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Cautionary Note Regarding Forward-Looking Statements:

This news release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's



expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the size of the Offerings, the completion and terms of the Offerings, the use of the proceeds from the Offerings, the Closing Date, the Company's objectives, goals or future plans, statements, exploration results, potential mineralization, the estimation of mineral resources and exploration plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to: the inability to raise the minimum gross proceeds required to be raised under the Offering, commodity prices supply chain disruptions, restrictions on labour and workplace attendance and local and international travel, failure to receive requisite approvals in respect of the foregoing, failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR+. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this news release.