51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Cosa Resources Corp. (the "Company")
Suite 801 – 1295 Richards Street
Vancouver, BC V6B 1B7

Item 2 **Date of Material Change**

June 21, 2023

Item 3 **News Release**

The news releases was disseminated by Newswire on June 21, 2023.

Item 4 **Summary of Material Change**

The Company announced that it has closed a brokered private placement of 4,450,830 hard dollar units and 7,767,000 charity flow-through units, raising aggregate gross proceeds of $5,557,795.50.

Item 5 **Full Description of Material Change**

Full Description of Material Change

On June 21, 2023, the Company announced that it has closed the brokered private placement previously announced by the Company on May 30, 2023 for aggregate gross proceeds of $5,557,795.50 (the "**Offering**"). The Offering was conducted by Haywood Securities Inc. (the "**Agent**") as sole agent and bookrunner.

Pursuant to the Offering, the Company issued 4,450,830 hard dollar units of the Company (the "**Hard Dollar Units**") at a price of C$0.35 per Hard Dollar Unit and 7,767,000 charity flow-through units of the Company (the "**Charity FT Units**", and together with the Hard Dollar Units, the "**Units**") at a price of C$0.515 per Charity FT Unit, which includes the full exercise of the Agent's over-allotment option.

Each Hard Dollar Unit consists of one common share of the Company (a "**Share**") plus one-half of one common share purchase warrant (each whole such warrant, a "**Warrant**"). Each Charity FT Unit consists of one Share and one-half of one Warrant, each of which qualifies as a "flow-through share" within the meaning of the *Income Tax Act* (Canada). Each Warrant will entitle the holder thereof to purchase one Share (a "**Warrant Share**") at an exercise price of C$0.50 until June 21, 2025.

The gross proceeds from the sale of Charity FT Units will be used by the Company to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" as such terms are defined in the *Income Tax Act* (Canada) (the "**Qualifying Expenditures**") related to the Company's uranium projects in the Athabasca Basin, Saskatchewan, on or before December 31, 2024. All Qualifying Expenditures will be renounced in favour of the subscribers of the Charity FT Units effective December 31, 2023. The net proceeds from the sale of Hard Dollar Units will be used to fund exploration and for additional working capital purposes.

In consideration for the services provided by the Agent in connection with the Offering, on closing the Company: (i) paid to the Agent a cash commission equal to 6% of the gross proceeds of the Offering, other than in respect of Units issued to certain purchasers on a president's list agreed upon by the Company and the Agent (the "**President's List**"), in which case the commission in respect of such issuance was equal to 3%; and (ii) issued compensation options of the Company (the "**Compensation Options**") to the Agent to acquire that number of common shares in the capital of the Company (each a "**Compensation Option Share**") which is equal to 6% of the number of Units sold under the Offering, other than in respect of Units issued to purchasers on the President's List, in which case the Company did not issue any Compensation Options. Each Compensation Option entitles the holder thereof to acquire one Compensation Option Share for a period of 24 months from the closing date of the Offering, at an exercise price of C$0.35.

The securities issued pursuant to the Offering have a hold period of four months and one day from closing, expiring on October 22, 2023.

Directors and officers of the Company subscribed for an aggregate of 231,431 Hard Dollar Units for gross proceeds of $81,000.85 under the Offering. Participation by insiders of the Company in the Offering constitutes a related-party transaction as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The issuance of securities is exempt from the formal valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(b) of MI 61-101 as the common shares of the Company are listed on the Canadian Securities Exchange. The issuance of securities is also exempt from the minority approval requirements of Section 5.6 of MI 61-101 pursuant to Subsection 5.7(1)(b) of MI 61-101 as the fair market value was less than $2,500,000.

Disclosure for Restructuring Transactions

N/A

Item 6 **<u>Reliance on subsection 7.1(2) or (3) of National Instrument 51-102</u>**

N/A

Item 7 **<u>Omitted Information</u>**

None

Item 8 **<u>Officer</u>**

Darren Morgans, CFO

Item 9 **<u>Date of Report</u>**

June 21, 2023