

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

*Nevada Organic Phosphate Inc. (the “Company”)
#408 – 150 24th Street
West Vancouver, BC, V7V 4G8*

Item 2. Date of Material Change

November 8, 2024

Item 3. News Release

The news release was issued on November 8, 2024 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that further to its news release dated October 11, 2024, it has amended the terms of its previously announced non-brokered private placement. The Company intends to complete a non-brokered private placement of up to 12,500,000 units (each, “Unit”) at a price of \$0.04 per Unit for aggregate gross proceeds of up to \$500,000.

Item 5.1 Full Description of Material Change

See Schedule “A” attached hereto.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Robin Dow, Chief Executive Officer, 604 355-9986

Item 9. Date of Report

November 14, 2024

Schedule A

Not for distribution to U.S. news wire services or dissemination in the United States.

Nevada Organic Phosphate Announces Amended Terms of Private Placement of up to \$500,000

Vancouver, British Columbia, November 8, 2024. Nevada Organic Phosphate Inc. (“NOP” or the “Company”) (CSE: NOP), a B.C. based company engaged in the exploration, in Nevada, for organic, sedimentary raw rock phosphate, is pleased to announce that further to its news release dated October 11, 2024, it has amended the terms of its previously announced non-brokered private placement. The Company intends to complete a non-brokered private placement (the “Offering”) of up to 12,500,000 units (each, “Unit”) at a price of \$0.04 per Unit for aggregate gross proceeds of up to \$500,000.

Each Unit will consist of one common share in the capital of the Company (each, a “Share”) and one Share purchase warrant (each, a “Warrant”), with each Warrant entitling the holder thereof to purchase one additional Share (each, a “Warrant Share”) at a price of \$0.08 per Warrant Share for a period of sixty months following the date of issuance (the “Date of Issue”). Each Warrant will be subject to an acceleration provision providing that, if the volume weighted average price for the Company’s common shares on the Canadian Securities Exchange (the “CSE”, or such other exchange on which the common shares may be traded at such time) is equal to or greater than \$0.12 for a period of ten (10) consecutive trading days at any time after the Date of Issue, the Company can accelerate the expiry date of the Warrants by disseminating a news release advising the holders of the acceleration and, in such case, the Warrants will expire on the thirtieth day after the date of such notice.

The aggregate proceeds of the Offering are anticipated to be used for the advancement of the Company’s Murdock Property, payment of its reclamation bond, and for general working capital. The Company may pay a finder’s fee on a portion of the gross proceeds of the Offering. All securities issued in connection with the Offering are subject to a statutory hold period expiring four months and one day after the Date of Issue, as set out in National Instrument 45 - 102 – *Resale of Securities*. The Offering remains subject to regulatory approval and the approval of the CSE.

Nevada Organic Phosphate Inc.

NOP is a junior exploration company with a sedimentary rock phosphate property (the “Murdock Property”) hosting a nearly flat lying sedimentary bed of known phosphate mineralization in NE Nevada.

The increasing interest in organic and sustainable agriculture practices has contributed to the demand for organic fertilizers, including those derived from rock phosphate. Organic rock phosphate is often marketed as a fertilizer that not only provides phosphorus but also contributes to overall soil health.

The Issuer aims to be one of the only certified organic rock phosphate producers with large scale potential in North America. The Murdock Property is situated adjacent to a main highway and the rail head to California.

For More Information

Robin Dow, CEO

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Neither the Canadian Securities Exchange nor its regulations services providers have reviewed or accept responsibility for the adequacy or accuracy of this release.

This news release may contain forward-looking statements and information (“FLSI”) within the meaning of applicable securities laws. FLSI may include expectations, anticipations, beliefs, opinions, plans, intentions, estimates, forecasts, projections, guidance or other similar statements and information that are not historical facts. All statements which are not historical statements are considered FLSI. Forward- looking statements in this press release include, but are not limited to, statements regarding the proposed Offering and the anticipated use of proceeds of the Offering. All FLSI is based on assumptions, which may prove inaccurate, and subject to certain risks and uncertainties, including without limitation those risks and uncertainties identified in the Company’s public securities filings, which may cause actual events or results to differ materially from those indicated or implied in FLSI. Accordingly, readers should not place undue reliance or value on FLSI. Although the Company believes that the expectations reflected in any FLSI in this news release are reasonable at the present time, it can give no assurance that such FLSI will prove to be correct. Any FLSI in this news release is made as of the date hereof and the Company undertakes no obligations to publicly update or revise any FLSI, whether as a result of new information, future events or otherwise, unless required by applicable securities laws. Any FLSI in this news release is expressly qualified in its entirety by this cautionary statement.