FORM 51-102F3
Material Change Report

1. Name and Address of Company:

NatBridge Resources Ltd. (the "**Company**" or "**NatBridge**")
Suite 501, 3292 Production Way
Burnaby, BC
V5A 4R4

2. Date of Material Change:

September 10, 2025

3. News Release:

The news release with respect to the material change was disseminated through Newsfile on September 12, 2025 and filed on the SEDAR+ website at www.sedarplus.ca.

4. Summary of Material Change:

The Company announced the resignation of Mr. Eugene C. McBurney as a director of the Company.

5. Full Description of Material Change:

5.1 Full Description of Material Change

See attached Schedule "A" for further details regarding the news release disseminated.

5.2 Disclosure of Restructuring Transactions

Not applicable.

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

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer:

Stephen Moses, President, CEO & Director
Telephone: +1 (778) 372-9723

9. Date of Report:

September 15, 2025

SCHEDULE "A"

NatBridge Resources Announces Board Resignation

Burnaby, BC – September 12, 2025 – NatBridge Resources Ltd. (“NatBridge” or the “Company”) (CSE: NATB | OTCID: NATBF | FSE: GI80), announces that Eugene McBurney provided his resignation as a director of NatBridge in order to focus on his primary business interest. NatBridge would like to thank Gene for his contribution to the Company and to the board of directors and wish him the very best for his future endeavours.

About NatBridge Resources Ltd.

NatBridge Resources Ltd. (CSE: NATB) (OTCID: NATBF) (FSE: GI80) is a publicly traded Canadian company, also listed in the United States and Germany, leading the gold resource supply side of NatGold Digital Ltd.'s revolutionary, patent-pending digital gold mining ecosystem. This innovative approach redefines how gold's value is captured through tokenization—eliminating extraction and its environmental, social, and financial costs through a blockchain-powered, eco-friendly digital mining process. NatBridge's strategy is focused on the supply side of the NatGold ecosystem. By acquiring gold resources that qualify as NatGold Tokens, in accordance with NatGold Digital's strict token certification standards, NatBridge is establishing itself as a key player in this industry - operating at the intersection of three major global investment trends: gold, sustainable investing, and the tokenization of real-world assets.

On behalf of the board,

Stephen Moses, CEO & Director
NatBridge Resources Ltd.
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+1 (778) 372-9723

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This news release includes certain statements that may be deemed “forward-looking statements” within the meaning of applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the acquisition of NI 43-101 gold resources, the ability to digitally mine NatGold coins, the viability of the NatGold tokenization and monetization ecosystem, and development plans, expansion plans, estimates, expectations, forecasts, objectives, predictions and projections of the future. Specifically, this news release contains forward looking statements with respect to NatBridge Resources' proposed operations, acquiring and developing gold resources and their tokenization, and the receipt of required approvals. Generally, forward-looking statements can be identified by the forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “projects”, “intends”, “anticipates”, or “does not anticipate”, or “believes”, or “variations of such words and phrases or state that certain actions, events or results “may”, “can”, “could”, “would”, “might”, or “will” be taken”, “occur” or “be achieved”. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of NatBridge Resources to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the exploration and development and operation of NatBridge Resources' projects, the actual results of current exploration, development activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, *future precious metals prices, as well as those factors discussed in the sections relating to risk factors of our business filed in NatBridge Resources' required securities filings on SEDAR+. Although NatBridge Resources has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results to be materially different from those anticipated, described, estimated, assessed or intended.*

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.