FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

Newterra Resources Inc.
9285 203B Street
Langley, BC V1M 2L9

Item 2. **Date of Material Change**

February 24, 2026.

Item 3. **News Release**

A News Release dated and issued February 24, 2026, through Newsfile Corp. and filed on SEDAR+ (www.sedarplus.ca).

Item 4. **Summary of Material Change**

Newterra Resources announced that it issued shares to the Ferdinand Gold Property optionors.

Item 5. **Full Description of Material Change**

See news release, a copy of which is attached hereto.

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

Not applicable.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

Darren Blaney, President, CEO & Director
Telephone: 604.290.6152

Item 9. **Date of Report**

February 24, 2026.

Newterra Resources Issues Shares to Ferdinand Gold Property Optionors

Langley, British Columbia--(Newsfile Corp. - February 24, 2026) - **Newterra Resources Inc. (CSE: NT) ("Newterra Resources" or the "Company")** announces that further to the Company's press release of February 17, 2026, the Company has now issued 300,000 shares to the vendors of the Ferdinand Gold property, as partial consideration for the optioned purchase of the Ferdinand Gold property. These shares are subject to a hold period expiring June 25, 2026, in accordance with the policies of the CSE and applicable securities laws.

About Newterra Resources

Newterra is a gold and silver exploration company lead by experienced management with a track record of discovery.

The Company holds a 100% interest in the Iron Horse Project located near Kelowna, in the Province of British Columbia.

The Company also has an optioned interest for 100% of the Ferdinand Gold property located within the Red Lake Mining District in the Province of Ontario.

On behalf of the Board of Directors
"Darren Blaney"
Darren Blaney
CEO, President and Director

Contact Information

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

Forward-looking information

All statements included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. These forward-looking statements involve numerous assumptions made by the Company based on its experience, perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. In addition, these statements involve substantial known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will prove inaccurate, certain of which are beyond the Company's control. Readers should not place undue reliance on forward-looking statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after the date hereof or revise them to reflect the occurrence of future unanticipated events.