

## FORM 51-102F3 MATERIAL CHANGE REPORT

### Item 1 Name and Address of Company

Omega Pacific Resources Inc. (the “**Company**”)  
401 - 750 West Pender Street  
Vancouver, BC, V6C 2T7

### Item 2 Date of Material Change

April 8, 2024

### Item 3 News Release

The news release announcing the material change described herein has been sent for dissemination to Stockwatch and was filed on SEDAR on April 10, 2024.

### Item 4 Summary of Material Change

The Company announced the closing of its Non-Brokered Private Placement (the “**Private Placement**”) announced March 27, 2024. The Private Placement consisted of the issuance of 6,184,000 common shares (each a “**Common Share**”) of the Company on April 8, 2024 at a price of \$0.50 per Common Share for gross proceeds of \$3,092,000.

### Item 5 Full Description of Material Change

#### 5.1 Full Description of Material Change

The Company announced the closing of its Private Placement announced March 27, 2024. The Private Placement consisted of the issuance of 6,184,000 Common Shares of the Company on April 8, 2024 at a price of \$0.50 per Common Share for gross proceeds of \$3,092,000.

The Company intends to use the net proceeds raised from the Private Placement for exploration of the Company’s Lekcin and Williams properties, Williams Property option agreement cash commitments and for general working capital purposes. All securities issued pursuant to the Private Placement are subject to a statutory hold period in accordance with the applicable Canadian securities laws, expiring on August 9, 2024.

Canaccord Genuity Corp. and 3L Capital Inc. served as financial advisors in connection with the Private Placement.

In connection with the Private Placement, finder's fees were paid to Haywood Securities Inc., Canaccord Genuity Corp., Echelon Wealth Partners Inc., Research Capital Corporation and PI Financial Corp. for a total of \$83,960 in cash and 167,720 Common Share purchase warrants (each a “**Finder’s Warrant**”). Each Finder’s Warrant entitles the holder to purchase one Common Share at \$0.50 for 12 months.

#### 5.2 Disclosure for Restructuring Transactions

Not applicable.

**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**

Sheri Rempel, Chief Financial Officer  
Telephone: 604-428-7050

**Item 9 Date of Report**

April 18, 2024.