

## FORM 12

### **NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION**

Name of Listed Issuer: **79 Resources Ltd.** (the "Issuer")

Trading Symbol: **SNR**

Date: **April 5, 2024**

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

**On March 28, 2024, the Issuer approved the consolidation (the "Consolidation") of the Issuer's common shares (the "Shares") on the basis of one post-Consolidation Share for every five pre-Consolidation Shares (5:1). The Issuer will retain its current name, 79 Resources Ltd.**

**In the event that the Consolidation would result in a shareholder holding a fraction of a Share, the shareholder shall not receive fractional Shares and the number of Shares issuable in connection with the Consolidation will be rounded down to the nearest whole number.**

2. Number of securities outstanding and reserved for issuance following the reclassification

**The Issuer currently has issued and outstanding 102,182,001 pre-Consolidation Shares and will have approximately 20,436,400 issued and outstanding post-Consolidation Shares. The Issuer has 4,495,000 securities reserved for issuance, following the consolidation is will have 899,000 securities reserved for issuance.**

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

**Immediately after the consolidation of the Issuer's share capital, it is anticipated that there will be no material change to the liquidity of the market for the Issuer's listed securities, principally due to the fact that a Control Person presently holds >80% of the issued and outstanding common shares of the Issuer (on an aggregate direct and indirect basis) which has resulted in below average liquidity on a pre-**

**Consolidation basis and which is expected to extend below average liquidity on post-Consolidation basis under the holding percentage continuation of the security position of the Control Person. The voting and equity rights of the Issuer's public shareholders shall be unaffected. Given the current trading price value on a per share basis, the Issuer expects increased flexibility to seek financing opportunities on a post-Consolidation basis.**

4. Date of shareholders' meeting to approve the reclassification

**Not applicable. The Consolidation was approved on March 28, 2024 by way of directors' consent resolutions in accordance with the Articles of the Issuer.**

5. Record date for the reclassification

**April 12, 2024**

## 6. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated April 5, 2024

Ryan Kalt  
Name of Director or Senior  
Officer

/s/ Ryan Kalt  
Signature

Chief Executive Officer  
Official Capacity