

**FORM 51-102F3
Material Change Report**

Item 1. Name and Address of Company

*Nevada Organic Phosphate Inc. (the "Company")
2326 B Orchard Lane
West Vancouver, BC, V7V 4G8*

Item 2. Date of Material Change

September 19, 2025

Item 3. News Release

The news release was issued on September 19, 2025 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced it intends to complete a non-brokered private placement of up to 20,000,000 units (each, "Unit") at a price of \$0.05 per Unit for aggregate gross proceeds of up to \$1,000,000. The Company also announced it has entered into three consultant agreements, pursuant to which the Company has agreed to issue 715,000 compensation shares.

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

September 29, 2025



Schedule A

NOP PR 25-09

NOP, in Anticipation of Early October Drill Program, Announces Private Placement of up to \$1,000,000, and Compensation Share Issuance

Vancouver, British Columbia – September 19, 2025 — Nevada Organic Phosphate Inc. (“NOP” or the “Company”) (CSE: NOP), a B.C. based leader in organic sedimentary phosphate exploration, is pleased to announce it intends to complete a non-brokered private placement (the “Offering”) of up to 20,000,000 units (each, “Unit”) at a price of \$0.05 per Unit for aggregate gross proceeds of up to \$1,000,000.

Each Unit will consist of one common share in the capital of the Company (each, a “Share”) and one-half of one Share purchase warrant (each whole warrant, a “Warrant”), with each Warrant entitling the holder thereof to purchase one additional Share (each, a “Warrant Share”) at a price of \$0.10 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 \$0.25 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 a phase one drill program at the Company’s Murdock Property and for general working capital. The drill program is anticipated to begin in early October and be completed by October 31st. 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.

Compensation Share Issuance

The Company also announces it has entered into a consultant agreement (the “Agreement”) with an independent consultant (the “Consultant”) and a related statement of work (the “Statement of Work”) dated September 18, 2025, pursuant to which the Consultant together with a second independent consultant (the “Independent Consultant”) has agreed to provide the Company consulting services related to the development of the Company’s Murdock Property in Nevada for a (3) three-month term effective as of September 1, 2025. As consideration for services over the term of the Statement of Work the Company has agreed to pay a fee of \$5,000 per month to the Consultant. The Company has



also agreed to issue 250,000 Shares to each of the Consultant and Independent Consultant for an aggregate of 500,000 Shares, as bonus compensation upon the Company receiving its phosphate exploration permit in Nevada, at a deemed price of \$0.05 per Share.

The Company further announces that on July 28, 2025, it entered into an agreement for services related to equity research on the Company in the form of an updated research note and introductions to sell-side and buy-side equity analysts in the fertilizer sector for a fee of \$5,500 which may be paid in Shares upon mutual agreement. On August 12, 2025, the Company entered into a consulting agreement for services related to graphic design, branding, marketing materials, and website design, for a fee of \$5,250 which may be paid in Shares upon mutual agreement. The Company has agreed to issue an aggregate of 215,000 compensation Shares at a deemed price of \$0.05 per Share as payment for the two agreements.

Accordingly, all the Shares are to be issued pursuant to the prospectus exemption provided under Section 2.24 of National Instrument 45-106 – Prospectus Exemptions and are subject to a hold period of four months and one day.

Nevada Organic Phosphate Inc.

NOP is a junior exploration company with an organic sedimentary raw rock phosphate bed, 6.6 kilometres long, in northeast Nevada. Additional applications extend the potential strike of rock phosphate to over 30 kilometres. This is believed to be the only known large-scale organic sedimentary phosphate project in North America. It is situated close to the main highway to Montello/Elko, Nevada, and near the rail head to California.

For More Information

Robin Dow, CEO

T: 604.355.9986

E: robin@dowgroup.ca

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. 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.

