

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Reporting Issuer

Usha Resources Ltd. (the “Company”)
400 – 1681 Chestnut Street
Vancouver, BC V6J 4M6

Item 2: Date of Material Change

April 11 and April 16, 2024.

Item 3: News Release

A news release was issued and disseminated on April 17, 2024, and filed on SEDAR+ (www.sedarplus.ca).

Item 4: Summary of Material Changes

The Company announced that it has made the first anniversary payments for the 8 mineral claims (“Nym”) that comprise part of the White Willow Project.

The Company also announced that it has issued 15,000,000 common shares (the “Shares”) of the Company to the vendors of the option agreements entered into on March 23, 2024, with respect to the Bingo East and Bingo West properties.

See Item 5 for further details.

Item 5: Full Description of Material Change

The Company announced that it has made the first anniversary payments for Nym that comprise part of the White Willow Project. A total of \$20,000 and 150,000 Shares have been issued to the Vendors. The Shares are subject to a hold period of four months from the date of issuance.

The Company announced that, further to its news release of March 25, 2024, it has issued 15,000,000 Shares to the vendors of the option agreements entered into on March 23, 2024, with respect to the Bingo East and Bingo West properties. The Shares are subject to a hold period of four months from the date of issuance.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

Deepak Varshney, CEO and Director.

For more information please contact info@usharesources.com or visit www.usharesources.com.

Item 9: Date of Report

April 17, 2024.