

**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**

March 28, 2024.

**Item 3: News Release**

A news release was issued and disseminated on April 1, 2024, and filed on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

**Item 4: Summary of Material Changes**

The Company announced that it made the first anniversary payments for the initial 712 claims comprising the White Willow Lithium Pegmatite Project (“**White Willow**” or the “**Project**”) located 170 km west of Thunder Bay, Ontario. See Item 5 for further details.

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

The Company announced that it has made the first anniversary payment for the initial 712 claims comprising the Project located 170 km west of Thunder Bay, Ontario.

A total of \$50,000 and 1,000,000 common shares have been issued to 2758145 Ontario Ltd. and Grid Metals Corp. of Toronto, Ontario. The common shares are subject to a hold period of four months and one day 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](mailto:info@usharesources.com) or visit [www.usharesources.com](http://www.usharesources.com).

**Item 9: Date of Report**

April 2, 2024.