

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Lithos Group Ltd. (the “**Company**”)
Suite 2380 – 1055 West Hastings Street
Vancouver, BC V6E 2E9

Item 2 Date of Material Change

January 14, 2025, April 4, 2025 and April 7, 2025

Item 3 News Release

The news release dated April 7, 2025 was disseminated through Stockwatch and Market News on April 7, 2025.

Item 4 Summary of Material Change

The Company announced that its common shares were delisted from the facilities of Cboe Canada (“**Cboe Canada**”) on April 4, 2025 and listed on the Canadian Securities Exchange (the “**CSE**”) at market open on April 7, 2025.

The Company also announced the termination of Chris Green as Chief Technology Officer of the Company and resignation of Hannah Benson as Corporate Secretary of the Company effective January 14, 2025.

Scott Taylor has been appointed as the Company’s Corporate Secretary following the resignation of Ms. Benson.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The CSE approved the listing of the Shares on the CSE (the “**CSE Listing**”) and its Shares commenced trading on the CSE at market open on Monday, April 7, 2025 under the symbol “LITS”. In connection with the CSE Listing, the Company delisted (the “**Delisting**”) its Shares from Cboe Canada effective market close on Friday, April 4, 2025. The CSE and Cboe Canada issued bulletins announcing the Delisting and CSE Listing.

Chris Green was terminated as Chief Technology Officer of the Company and Hannah Benson resigned as Corporate Secretary of the Company effective January 14, 2025.

Scott Taylor was appointed as the Company’s Corporate Secretary following the resignation of Ms. Benson.

5.2 Disclosure for Restructuring Transactions

Not Applicable

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Contact: Scott Taylor, CEO
Telephone: 303.915.8631

Item 9 Date of Report

April 9, 2025