

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

Item 1. Name and Address of Company

One World Lithium Inc. (the “**Company**”)
Suite 615 – 800 West Pender Street
Vancouver, BC V6C 2V6

Item 2. Date of Material Change

February 27, 2019

Item 3. News Release

The News Release dated February 27, 2019 was disseminated by TheNewswire on February 27, 2019.

Item 4. Summary of Material Change

On February 27, 2019, the Company announced that it will be amending the terms of 100,000 share purchase warrants (the “**Warrants**”) previously issued pursuant to a Credit Facility that closed on February 28, 2017. The Warrants were originally exercisable by the holder at a price of \$0.20 per common share in the capital of the Company (each, a “**Share**”) for a period of two years from the date of issuance. The expiry date of these Warrants will be extended by twenty-four months (the “**Extension**”). Following the extension of the term of the Warrants, each Warrant will entitle the holder thereof to acquire one Share at an issue price of \$0.20 per Share on or before February 28, 2020. All other terms and conditions of the Warrants will remain the same.

John N. Hamilton, the Chief Financial Officer of the Company, is considered to be a “related party” within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) in that Stand-Up Investments Ltd. (“**Stand-Up**”), a company owned and controlled by John N. Hamilton, is the indirect owner of the Warrants and the Extension is considered to be a “related party transaction” within the meaning of MI 61-101 but is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company’s shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the Warrants held by Stand-Up does not exceed 25% of the Company’s market capitalization.

Item 5.1 Full Description of Material Change

A full description of the material change is described in Item 4 above and in the attached News Release which was filed on SEDAR.

Disclosure Required by MI 61-101

Pursuant to MI 61-101, the Extension constituted a “related party transaction”, in part, as Stand-Up, a company owned and controlled by John N. Hamilton, chief financial officer of the Company, owns the Warrants.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) *a description of the transaction and its material terms:*

See Item 4 above for a description of the Extension.

(b) *the purpose and business reasons for the transaction:*

The purpose of the Extension is to permit the holder to have an extended period of time to exercise the Warrants.

(c) *the anticipated effect of the transaction on the issuer’s business and affairs:*

The Company does not anticipate any material effect on the Company’s business and affairs.

(d) *a description of:*

(i) *the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:*

Stand-Up owns the Warrants.

(ii) *the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:*

Following the transaction, the shareholdings of Stand-Up will not change, therefore there is no material change in the percentage of common shares held.

(e) *unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:*

The board of directors of the Company approved the Extension by directors resolution. A special committee was not established in connection with the approval of the Extension, and no materially contrary view or abstention was expressed or made by any director.

(f) *a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:*

Not applicable.

(g) *disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

(i) *that has been made in the 24 months before the date of the material change report:*

Not applicable.

- (ii) *the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

- (h) *the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

Not applicable.

- (i) *disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:*

The Extension is exempt from the valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in Sections 5.5(b) as the Company's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the Warrants held by Stand-Up did not exceed 25% of the Company's market capitalization.

As this material change report is being filed less than 21 days before the closing of the Extension, there is a requirement under MI 61-101 to explain why the shorter period is reasonable or necessary in the circumstances. In the view of the Company, such shorter period is reasonable and necessary in the circumstances because the Company wished to complete the Extension in a timely manner prior to the expiry of the Warrants.

Item 5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Douglas Fulcher, Chief Executive Officer, 604.803.5901.

Item 9. Date of Report

March 05, 2019

ONE WORLD LITHIUM AMENDS TERMS OF WARRANTS TO EXTEND EXPIRY DATE

VANCOUVER, B.C., February 27, 2019 – One World Lithium Inc. (CSE-OWLI) (“OWL”) (the “Company”) announces that it will be amending the terms of 100,000 share purchase warrants (the “Warrant”) previously issued pursuant to a Credit Facility that closed on February 28, 2017. The Warrants were originally exercisable by the holder at a price of \$0.20 per common share in the capital of the Company (each, a “Share”) for a period of two years from the date of issuance. The expiry date of these Warrants will be extended by twenty-four months. Following the extension of the term of the Warrants, each Warrant will entitle the holder thereof to acquire one Share at an issue price of \$0.20 per Share on or before February 28, 2020. All other terms and conditions of the Warrants will remain the same.

About One World Lithium Inc.

OWL an exploration Company is focused on exploring and developing lithium projects of merit. It currently has earned a 60% working interest in the 75,400 hectares (or 754 square kilometers which is 290 square miles) Salar Del Diablo Property located in Baja California Norte, Mexico with the right to earn an additional 30% working interest.

On behalf of the Board of Directors of One World Lithium Inc.,

“Douglas Fulcher”

President and Chief Executive Officer

For further information please visit www.oneworldlithium.com or email info@oneworldlithium.com

Forward-Looking Information: This press release may include forward looking information within the meaning of Canadian securities legislation concerning the business of the OWL. Forward looking information is based on certain key expectations and assumptions made by the management of the OWL, including the intention of OWL to proceed with the advancement of the Property. Although OWL believes that the expectations and assumptions on which such forward looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because OWL can give no assurance that they will prove to be correct. Forward looking statements contained in this press release are made as of the date of this press release. OWL disclaims any intent or obligation to update publically any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from the those anticipated in such statements, important factors that could cause actual results to differ

materially from the company’s expectations include: (I) inability of OWL to execute its business plan and raise the required financing and (II) risks and market fluctuations common to the mining industry and lithium sector in particular. The reader

is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, some of which are beyond the control of the OWL. The reader is cautioned not to place undue reliance on any forward-looking information contained in this press release.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.