

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

**ITEM 1 Reporting Issuer**

EUREKA LITHIUM CORP. ("Eureka" or the "Company")  
Suite 2300 – 550 Burrard Street  
Vancouver, British Columbia V6C 2B5

**ITEM 2 Date of Material Change**

December 30, 2024

**ITEM 3 News Release**

A new release setting out information relating to the material change described herein was issued by the Company on December 30, 2024, disseminated through the facilities of Newsfile Corp. and filed on Sedar Plus.

**ITEM 4 Summary of Material Change**

The Company announced that it has closed the previously announced non-brokered private placement (the "**Private Placement**") of 682,000 flow-through common shares of the Company ("**Flow-Through Shares**") at a price of \$0.22 per Flow-Through Share for aggregate gross proceeds of \$150,040. The Flow-Through Shares are intended to qualify as "flow through shares" within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**"). The gross proceeds from the issuance of the Flow-Through Shares will be used to incur "Canadian exploration expenses" as such term is defined in the Tax Act, which the Company intends to renounce to the subscribers pursuant to the Tax Act.

**ITEM 5 Full Description of Material Change**

See the news release attached.

**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**

DJ Bowen, Interim Chief Executive Officer  
Tel: (778) 858-9639

**ITEM 9 Date of Report**

January 6, 2025



**Eureka Lithium Corp.**  
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Vancouver, BC V6E 4E5  
[info@eurekalithiumcorp.com](mailto:info@eurekalithiumcorp.com)  
EurekaLithiumCorp.com | CSE: ERKA

## **Eureka Lithium Corp. Closes Flow Through and Non-Flow Through Private Placement**

Vancouver, British Columbia, December 30, 2024 – Eureka Lithium Corp. (CSE: ERKA) (OTC: SCMCF) (FSE: S580) (“**Eureka Lithium**” or “**Eureka**” or the “**Company**”) is pleased to announce that it has closed the previously announced non-brokered private placement (the “**Private Placement**”) of 682,000 flow-through common shares of the Company (“**Flow-Through Shares**”) at a price of \$0.22 per Flow-Through Share for aggregate gross proceeds of \$150,040. The Flow-Through Shares are intended to qualify as “flow through shares” within the meaning of the *Income Tax Act* (Canada) (the “**Tax Act**”). The gross proceeds from the issuance of the Flow-Through Shares will be used to incur “Canadian exploration expenses” as such term is defined in the Tax Act, which the Company intends to renounce to the subscribers pursuant to the Tax Act.

In connection with closing of the Private Placement, the Company paid cash finder’s fees in the aggregate of \$9,002.40 and issued a total of 40,920 finder’s warrants (each, a “**Finder’s Warrant**”). Each Finder’s Warrant entitles the holder thereof to purchase one common share of the Company (each a “**Common Share**”) at an exercise price of \$0.22 until December 27, 2026. The Flow-Through Shares, including all underlying securities thereof, will have a hold period of four months and one day from the date of issue.

The Company also announces that it has closed a concurrent non-flow-through private placement (the “**Non-Flow Through Private Placement**”) of 100,000 units of the Company (each a “**Unit**”) at a price of \$0.15 per Unit. Each Unit consists of one (1) Common Share and one (1) Common Share purchase warrant (each a “**Warrant**”), with each Warrant entitling the holder thereof to purchase one Common Share at an exercise price of \$0.205 for a period of 24 months. The Units issued under the Non-Flow Through Private Placement were sold to purchasers pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions. The securities issued in connection with the Non-Flow Through Private Placement will not be subject to resale restrictions in accordance with applicable Canadian securities laws.

The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States absent registration or available exemptions from such registration requirements. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States, or in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### **Corporate Video**

To view a new Eureka Lithium corporate video, visit [www.EurekaLithiumCorp.com](http://www.EurekaLithiumCorp.com) (<https://eurekalithiumcorp.com>) or the following URL:

<https://www.youtube.com/watch?v=9Vvm0zfNFp4>

## **Corporate Presentation**

Visit the Eureka Lithium homepage or click on the following URL to view the Company's Corporate Presentation:

[https://eurekalithiumcorp.com/EurekaLithium\\_Q3\\_2023.pdf](https://eurekalithiumcorp.com/EurekaLithium_Q3_2023.pdf)

## **About Eureka Lithium Corp.**

Eureka Lithium is the largest lithium-focused landowner in the northern third of Quebec, known as the Nunavik region, with 100% ownership of three projects comprising 1,408 sq. km in the emerging Raglan West, Raglan South and New Leaf Lithium Camps. These claims were acquired from legendary prospector Shawn Ryan and are located in a region that hosts two operating nickel mines with deep-sea port access.

## **For more information please contact:**

### **David Bowen**

Interim Chief Executive Officer

Email: [info@eurekalithiumcorp.com](mailto:info@eurekalithiumcorp.com)

## **Cautionary Statement**

*Certain statements contained in this news release, including statements which may contain words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", or similar expressions, and statements related to matters which are not historical facts, statements contained within the Corporate Video and Corporate Presentation, and the use of proceeds from the Private Placement, are forward-looking information within the meaning of applicable securities laws. Such forward-looking statements reflect management's expectations and are based on certain factors and assumptions and involve known and unknown risks and uncertainties which may cause the actual results, performance, or achievements to be materially different from future results, performance, or achievements expressed or implied by such forward-looking statements. These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements contained in this news release are reasonable, but no assurance can be given that these expectations will prove to be correct, nor that the Private Placement will be completed as contemplated, or at all. The Company undertakes no obligation to release publicly any future revisions to forward-looking statements to reflect events or circumstances after the date of this news or to reflect the occurrence of unanticipated events, except as expressly required by law.*

***The Canadian Securities Exchange (CSE) has not reviewed, approved, or disapproved the contents of this press release.***