

**FIRST ENERGY METALS LIMITED**  
**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

FIRST ENERGY METALS LIMITED (the "Company")  
1206 – 588 Broughton Street  
Vancouver, BC V6G 3E3

**Item 2: Date of Material Change**

October 14, 2018

**Item 3: News Release**

The News Release was disseminated by CNW on October 14, 2018 and a copy filed on SEDAR.

**Item 4: Summary of Material Change**

First Energy Metals Limited closes private placement and corporate update

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

**5.1 Full Description of Material Change**

Vancouver, B.C. (October 14, 2018) – First Energy Metals Ltd. (TSX V: FE) (the "Company") is pleased to announce the closing of its non-brokered private placement financing originally announced on September 7, 2018 (the "Placement"), for total proceeds of \$350,000

The Placement will include proceeds of \$320,000 from the sale 3,555,556 units at a price of \$0.09 per unit (the "Unit"). Each Unit will consist of one common share and one transferable common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase an additional common share for a price of \$0.12 per share for a period of two years from the date of closing of the private placement. The Placement will also include a second private placement for gross proceeds of \$30,000 from the sale of 333,333 flow through shares at a price of \$0.09 per flow through share. There will be no finders' fees payable in connection with this offering. The Placement is also subject to compliance with applicable securities laws and to receipt of regulatory approval.

The Company also announces the termination of the Highway 95 Property option agreement, as initially announced on June 20, 2018, as the Company plans to focus its efforts and resources on its Phyllis Cobalt and Russel Graphite properties.

The Company would also like to announce the appointment of Lyle McLennan to the Company's Board of Directors effective immediately.

The Company also accepts the resignation of Laurie Stephenson from the Company's Board of Directors effective immediately. The Company would like to thank Laurie for his contributions to First Energy Metals during his tenure and wishes him all the best in his future endeavors.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable

**Item 7: Omitted Information**

Not applicable

**Item 8: Executive Officer**

Gurminder Sangha, President and Chief Executive Officer – Telephone: (604) 375-6005

**Item 9: Date of Report**

October 23, 2018