

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

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

Affinity Metals Corp.  
600 – 890 West Pender Street  
Vancouver, BC V6C 1J9

**Item 2.**        **Date of Material Change**

September 17, 2019.

**Item 3.**        **News Release**

A News Release dated and issued September 17, 2019 at Vancouver, BC, through Newsfile Corp. and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4.**        **Summary of Material Change**

Affinity Metals Corp. closes fully subscribed \$600,000 non-brokered financing and launches online marketing and CEO Verified Forum on Agoracom to raise awareness for the company.

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

See news release, a copy of which is attached hereto.

**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**

Robert Edwards, CEO & Director  
Telephone: 604 227-3554

**Item 9.**        **Date of Report**

September 20, 2019

*Not for distribution to United States newswire services or for dissemination in the United States.*

**AFFINITY METALS CORP. CLOSES FULLY SUBSCRIBED \$600,000 NON-BROKERED FINANCING AND LAUNCHES ONLINE MARKETING AND CEO VERIFIED FORUM ON AGORACOM TO RAISE AWARENESS FOR THE COMPANY**

**September 17, 2019**

**TSX-V: AFF**

**Vancouver, British Columbia....Affinity Metals Corp.** (TSX-V: AFF) (the “Company” or “Affinity Metals”) is pleased to announce that it has closed the fully subscribed non-brokered private placement (the “Offering”) previously announced on September 3, 2019, as amended on September 9, 2019. Under this Offering, the Company has issued 6,000,000 units for gross proceeds of \$600,000. No finder’s fees were paid in connection with this Offering. All securities issued in this Offering are subject to a hold period expiring January 18, 2020 in accordance with applicable securities laws and the policies of the TSX Venture Exchange (“TSXV”).

Three insiders subscribed for a total of 1,500,000 units having an aggregate subscription price of \$150,000. Participation by insiders in the Offering is considered a “related party transaction” pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with the insiders’ participation in the Offering in reliance of sections 5.5(a) and 5.7(a) of MI 61-101, respectively, on the basis that participation in the Offering by the insiders did not exceed 25% of the fair market value of the Company’s market capitalization. The Company did not file a material change report at least 21 days prior to the closing of the Offering as participation of the insiders had not been confirmed at that time.

**Affinity Metals Corp. “CEO Verified” Discussion Forum on AGORACOM to act as Primary Investor Social Media and Online Marketing Platform**

The Company is also pleased to announce the launch of a “CEO Verified” Discussion Forum on AGORACOM. The forum will serve as the Company’s primary social media platform to interact with both shareholders and the broader investment community in a fully moderated environment.

AGORACOM “CEO Verified” provides the first ever identity verification of small cap executives on a finance platform, which will provide Affinity Metals Corp. executives and shareholders with a trusted online forum. There are no log-in requirements for investors to visit the forum and read posts. Those wishing to post questions, comments and interact with both company officers and other shareholders can quickly log-in using their Facebook or LinkedIn accounts, or create an anonymous new user account.

The Affinity Metals Corp. Discussion Forum can be found at:

Robert Edwards, President and CEO

<https://agoracom.com/ir/AffinityMetals/forums/discussion>

Verified officers at launch on Sept. 17th:  
Darren Blaney, CFO

Robert Edwards, President and CEO stated, "Social media participation has become an extremely important aspect of any growing business. AGORACOM forums are purpose built to facilitate intelligent discussion without the nonsense that plagues other such sites. We are pleased to have a medium now available for our Company where everyone can read and participate in our CEO Verified Discussion Forum to create vibrant and constructive interaction for the long-term benefit of everyone. "

George Tsiolis, AGORACOM Founder stated "Affinity Metals executives have an excellent track record of developing promising projects. The companies' Regal project, with its historical resource, is another great example of this. The company will have a lot to say as it brings it up to 43-101 standards, making their CEO Verified Discussion Forum a home for trusted information, full transparency and civilized 24/7/365 interaction."

In addition to the CEO Verified Forum, the Company will also receive significant exposure through millions of content brand insertions on the AGORACOM network, extensive search engine marketing and social media engagement targeting investors with preference for advanced projects over the next 12 months. Sponsorships of digital properties such as AGORACOM TV, the AGORACOM home page and the AGORACOM Twitter account will serve to significantly raise the brand awareness of Affinity Metals amongst small cap investors.

### **About AGORACOM**

AGORACOM achieved a major milestone on February 28, 2019 surpassing 600 Million-page views (90% AGORACOM / 10% Twitter) from 7.7 Million investors that visited 55.2 Million times. These milestones continue to demonstrate that AGORACOM is the primary home for serious small cap investors that want to discover their next great small cap company.

### **Shares for Services**

The Company has entered into an agreement with AGORCOM in conjunction with the above services. Pursuant to the agreement, the Company will pay AGORACOM \$60,000 (+ HST) in consideration for the services AGORCOM will provide to the Company during the 12 month term of the agreement. Subject to the approval of the TSXV, the Company intends to pay this fee with one payment after the initial setup and on a quarterly basis thereafter through the issuance of common shares, on a shares for service basis. The number of shares to be issued at the end of each period will be determined by using the closing price of the Company's common shares on the TSXV on the first trading day following the end of each period for which the services were provided by AGORACOM.

### **About Affinity Metals**

Affinity is a Canadian mineral exploration company building a strong portfolio of mineral projects in North America. The Corporation's flagship property is the Regal polymetallic property located near Revelstoke, BC.

**On behalf of the Board of Directors**

Robert Edwards, CEO and Director of Affinity Metals Corp.  
redwards@affinity-metals.com

***Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.***

***Forward-looking information***

*All statements included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. These forward-looking statements involve numerous assumptions made by the Company based on its experience, perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. In addition, these statements involve substantial known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will prove inaccurate, certain of which are beyond the Company's control. Readers should not place undue reliance on forward-looking statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after the date hereof or revise them to reflect the occurrence of future unanticipated events.*

***This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.***