

**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**

July 28, 2020

**Item 3. News Release**

A News Release dated and issued July 28, 2020 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. announces closing of \$1,763,130 in over-subscribed private placements.

**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**

July 30, 2020

*NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES  
OR FOR DISSEMINATION IN THE UNITED STATES*

**AFFINITY METALS CORP. ANNOUNCES CLOSING OF \$1,763,130 IN  
OVER-SUBSCRIBED PRIVATE PLACEMENTS**

**July 28, 2020**

**TSX-V: AFF**

**Vancouver, BC...Affinity Metals Corp.** (TSX-V: AFF) (“the Corporation”) (“Affinity”) announces that it has completed the closing of its \$0.20/unit non-brokered private placement previously announced on June 26, 2020 and has issued 3,750,000 units for gross proceeds of \$750,000. Affinity also completed the closing of its over-subscribed \$0.22/unit non-brokered private placement previously announced on June 30, 2020 and has issued 4,605,137 units for gross proceeds of \$1,013,130.14. No finder’s fees were paid in connection with these financings.

All securities issued under the private placements are subject to a four month hold period expiring November 28, 2020, in accordance with applicable securities laws and the policies of the TSX Venture Exchange.

*This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 as amended (1933 Act), or any state securities laws, and may not be offered or sold within the United States or to, or for account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.*

**About Affinity Metals**

Affinity is focused on the acquisition, exploration and development of strategic metal deposits within North America. Affinity is following the Project Generator model.

Affinity is advancing the Regal and West Timmins Gold projects.

The Regal is located near Revelstoke, British Columbia, Canada in the northern end of the prolific Kootenay Arch and hosts two major geophysical anomalies as well as three past producing mines.

The West Timmins Gold property is located near Timmins, Ontario, Canada and adjoins Melkior’s Carscallen project. The first drill hole has been completed and the core is now being logged, split and sampled in preparation for assaying.

**On behalf of the Board of Directors**

Robert Edwards, CEO and Director of Affinity Metals Corp.

The Corporation can be contacted at: [info@affinity-metals.com](mailto:info@affinity-metals.com).

Information relating to the Corporation is available at: [www.affinity-metals.com](http://www.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***

*Certain statements in this news release constitute "forward-looking" statements. These statements relate to future events or the Company's future performance. All such statements involve substantial known and unknown risks, uncertainties and other factors which may cause the actual results to vary from those expressed or implied by such forward-looking statements. Forward-looking statements involve significant risks and uncertainties, they should not be read as guarantees of future performance or results, and they will not necessarily be accurate indications of whether or not such results will be achieved. Actual results could differ materially from those anticipated due to a number of factors and risks. Although the forward-looking statements contained in this news release are based upon what management of the Company believes are reasonable assumptions on the date of this news release, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained in this press release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.*