

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

March 15, 2023

Item 3. News Release

A News Release dated and issued March 15, 2023 at Vancouver, BC, through Newsfile Corp. and filed on SEDAR (www.sedar.com).

Item 4. Summary of Material Change

Affinity Metals Corp. announces up to \$210,000 non-brokered private placement.

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

March 17, 2023

Affinity Metals Corp. Announces up to \$210,000 Non-Brokered Private Placement

Vancouver, British Columbia--(Newsfile Corp. - March 15, 2023) - **Affinity Metals Corp.** (TSXV: AFF) (the "**Company**") announces that it proposes to undertake a non-brokered private placement of up to 6,000,000 units @ \$0.035/unit to raise total gross proceeds of up to \$210,000 (the "**Offering**"). Each unit will be comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder thereof to purchase one common share for a period of 2 years at a price of \$0.05.

The gross proceeds received from the sale of the units will be used for: payment of a portion of the fees owed to the CEO and CFO (48%); extinguish additional accounts payable (18%); exploration expenditures (13%); advertising and promotion (5%) and unallocated working capital (16%).

All securities issued and sold under the Offering will be subject to a hold period expiring four months and one day from their date of issuance. Completion of the Offering and the payment of any finders' fees remain subject to the receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange.

Certain directors and officers of the Company (the "**Insiders**") are expected to participate in the Offering. Participation by Insiders in the private placement 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 expects that it will be exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with the Insiders' participation in the private placement 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 will not exceed 25% of the fair market value of the Company's market capitalization.

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.

On behalf of the Board of Directors

Robert Edwards
CEO and Director of Affinity Metals Corp.

Neither 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.

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