

MATERIAL CHANGE REPORT
Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

Champion Electric Metals Inc. (“**Champion**” or the “**Company**”)
401 Bay Street, Suite 2704
Toronto, Ontario M5H 2Y4

Item 2. Date of Material Change

June 13, 2023

Item 3. News Release

A news release was issued through Newsfile Corp. on June 13, 2023.

Item 4. Summary of Material Change

The Issuer announced the closing of a private placement offering of flow-through shares for gross proceeds of \$4,170,000.

Item 5. Full Description of Material Change

The private placement consisted of 20,850,000 flow-through shares (“FT Shares”) at a price of \$0.20 per FT Share for gross proceeds of \$4,170,000.

The FT Shares qualify as "flow-through shares" within the meaning of subsection 66(15) of the *Income Tax Act* (Canada).

The gross proceeds from the issuance of the FT Shares will be used for Canadian exploration expenses that will qualify as "flow-through critical mineral mining expenditures", as defined in subsection 127(9) of the *Income Tax Act* (Canada) and, in respect of Québec resident subscribers who are eligible individuals, will qualify for inclusion in the "exploration base relating to certain Québec surface mining exploration expenses" and the "exploration base relating to certain Québec exploration expenses" as such terms are defined in the *Taxation Act* (Québec) (the "**Qualifying Expenditures**"), which will be incurred on or before December 31, 2024 and renounced to the subscribers with an effective date no later than December 31, 2023.

In connection with the Private Placement, the Company paid a cash finder’s fee of \$104,250 to an arm’s length finder.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Jonathan Buick, President and Chief Executive Officer
Tel: (416) 569-7092

Item 9. Date of Report

June 16, 2023