

FORM 51-102F3

MATERIAL CHANGE REPORT

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

First Tellurium Corp.
381 – 1440 Garden Place
Delta, BC V4M 3Z2

2. **Date of Material Change:**

October 15, 2024

3. **Press Release:**

A News Release dated and issued on October 15, 2024 at Vancouver, BC, through The News Wire and SEDAR.

4. **Summary of Material Change:**

First Tellurium Closes First Tranche of Private Placement

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

See news release, a copy of which is attached hereto

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102 Continuous Disclosure Obligations:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

Tyrone Docherty, President and CEO
Telephone: (604) 789-5653

9. **Date of Report:**

October 15, 2024

NEWS >>>

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First Tellurium Closes First Tranche of Private Placement

Vancouver, BC, Canada, October 15, 2024 – First Tellurium Corp. (CSE: **FTEL**, OTC **FSTTF**) (the “Company” or “First Tellurium”) announces it has closed the first tranche (the “First Tranche”) of a non-brokered private placement (the “Offering”) [previously announced](#) on September 24, 2024. The Company has issued 5,707,143 flow-through shares (the “Flow-through Shares”) at a price of \$0.14 per share for gross proceeds of \$799,000 and 6,345,991 units (the “Units”) at a price of \$0.11 per unit for gross proceeds of \$698,600. Each Unit consists of one common share and one common share purchase warrant exercisable at \$0.15 for a period of two years following the close of the Offering.

Proceeds arising from the sale of the flow-through shares will help fund planning, drilling and other exploration at First Tellurium’s Deer Horn Project in 2025. Proceeds arising from the sale of the units will be utilized for exploration and maintenance on the Colorado Klondike property and for unallocated working capital.

Tyrone Docherty, President, CEO and a director of the Company (the “Insider”), participated in the Offering through the purchase by his private company, Docherty Capital Corp., of 1,600,000 Units for gross proceeds of \$176,000. Participation by the Insider 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 Insider's 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 Insider 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 Insider had not been confirmed at that time. Mr. Docherty’s share purchase equals 12% of the first tranche funding.

The Company paid finder’s fees of \$38,500 in connection with the First Tranche closing to arms-length parties.

About First Tellurium Corp.

First Tellurium’s unique business model is to generate revenue and value through mineral discovery, project development, project generation and cooperative access to untapped mineral regions in Indigenous territory with sustainable exploration.

Our polymetallic (tellurium, gold, silver copper, tungsten) Deer Horn Project in British Columbia and Klondike tellurium-gold property in Colorado anchor a diversified search for metals, working in alliance with Indigenous peoples, NGOs, governments and leading metals buyers. This is the future of mineral exploration: generating revenue by exploring responsibly and leveraging diverse partnerships.

First Tellurium proudly adheres to and supports the principles and rights set out in the United Nations Declaration on the Rights of Indigenous Peoples and in particular the fundamental proposition of free, prior and informed consent.

On behalf of the board of directors of
First Tellurium Corp.

"Tyrone Docherty"

Tyrone Docherty
President and CEO

For further information please contact:

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Neither the Canadian Securities Exchange nor its regulations services accept 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 event.