

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

Item 1. Name and Address of Company

American Critical Elements Inc. (formerly, Razore Rock Resources Inc.)
("ACRE" or the "Company")
22 Adelaide Street West, Suite 3600
Toronto, Ontario M5H 4E3

Item 2. Date of Material Change

The material change took place on December 8, 2022.

Item 3. News Release

The News Release was disseminated on December 12, 2022.

Item 4. Summary of Material Change

On December 8, 2022, ACRE announced that further to its press release of November 22, 2022, 3,137,500 re-priced warrants of the Company were exercised at \$0.08 for aggregate proceeds of \$251,000.

Item 5. Full Description of Material Change

On November 22, 2022, ACRE announced that it would make an application to reduce the exercise price of 5,000,000 warrants exercisable until December 8, 2022 at \$0.15 per share, issued pursuant to the private placement financing which closed on December 8, 2017, to \$0.08 per share. The expiry date of the warrants was not changed.

On December 8, 2022, 3,137,500 re-priced warrants of the Company were exercised at \$0.08 for aggregate proceeds of \$251,000.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

William R. Johnstone
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Item 9. Date of Report

December 19, 2022