

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

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

Western Uranium & Vanadium Corp. (“**Western**” or the “**Company**”)  
330 Bay Street, Suite 1400  
Toronto, Ontario M5H 2S8

**Item 2. Date of Material Change**

February 16, 2021.

**Item 3. News Release**

A press release was issued by the Company on February 16, 2021 and was disseminated through GlobeNewswire Distribution Network. That press release is attached to this report as Schedule “**A**”.

**Item 4. Summary of Material Change**

On February 16, 2021, the Company closed a private placement which raised a total of CAD\$2,600,000 through the sale of an aggregate of 3,250,000 units.

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

On February 16, 2021, the Company closed a non-brokered private placement (the “**Private Placement**”) of 3,250,000 units (the “**Units**”) for gross proceeds of CAD\$2,600,000.

The Company issued the Private Placement Units at a price of CAD\$0.80 per Unit. Each Unit consists of one common share of the Company (a “**Share**”) plus one common share purchase warrant of the Company (a “**Warrant**”). Each Warrant entitles the holder to purchase one Share at a price of CAD\$1.20 for a period of three years following the closing date of the Private Placement. A total of 3,250,000 Shares and 3,250,000 Warrants were issued in the Private Placement.

The Warrants contain a provision that if the Company’s Shares trade at or above CAD\$2.40 per Share for 10 consecutive trading days, the Company may, at any time after the expiry of the applicable statutory hold period, accelerate the expiration of the Warrants upon not less than 30 days’ written notice by the Company (the “**Acceleration Clause**”).

The Company anticipates that the net proceeds of the Private Placement will be used to secure value-added opportunities, fund follow-on work at the five mines comprising the Sunday Mine Complex, the exploration and development of a second production center and for general corporate and working capital purposes.

In connection with the Private Placement, the Company paid CAD\$123,000 in finder’s fees plus 153,750 compensation warrants exercisable for three years, each warrant being exercisable at CAD\$0.94 per one Share of the Company. The compensation warrants are subject to the Acceleration Clause.

Securities issued pursuant to the Private Placement are subject to a minimum six-month hold period. The securities offered and sold have not been registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Senior Officer**

The following senior officer of the Company is knowledgeable about the material change and this report:

**Robert R. Klein**  
Chief Financial Officer  
Phone: 908-872-7686

**Item 9. Date of Report**

February 26, 2021.

**Schedule "A"**  
*See attached.*

## **Western Uranium & Vanadium Corp. Closes Non-Brokered Private Placement**

FOR IMMEDIATE RELEASE

**Toronto, Ontario and Nucla, Colorado** - Western Uranium & Vanadium Corp. (CSE: WUC) (OTCQX: WSTRF) ("**Western**" or the "**Company**") is pleased to announce the closing of a non-brokered private placement (the "**Private Placement**") of 3,250,000 units (the "**Units**") at a price of CAD\$0.80 per Unit. The aggregate gross proceeds raised in this Private Placement amount to CAD\$2,600,000.

Each Unit consists of one common share of Western (a "**Share**") plus one common share purchase warrant of Western (a "**Warrant**"). Each Warrant shall entitle the holder to purchase one Share at a price of CAD\$1.20 per Share for a period of three years following the closing date of the Private Placement. A total of 3,250,000 Shares and 3,250,000 Warrants are being issued in the Private Placement.

The Warrants contain a provision that if the Company's Shares trade at or above CAD\$2.40 per Share for 10 consecutive trading days, the Company may, at any time after the expiry of the applicable statutory hold period, accelerate the expiration of the Warrants upon not less than 30 days' written notice by the Company (the "**Acceleration Clause**").

The Company anticipates that the net proceeds of the Private Placement will be used to secure value-added opportunities, fund follow-on work at the five mines comprising the Sunday Mine Complex, the exploration and development of a second production center and for general corporate and working capital purposes.

In connection with the Private Placement, the Company is paying CAD\$123,000 in finder's fees plus 153,750 compensation warrants exercisable for three years, each warrant being exercisable at CAD\$0.94 per Share of the Company. The compensation warrants are subject to the Acceleration Clause. Red Cloud Securities Inc. has acted as a finder with respect to the Private Placement.

Securities issued pursuant to the Private Placement shall be subject to a minimum six (6) month hold period. The closing of the Private Placement remains subject to final regulatory approval.

**The securities offered and sold have not been registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.**

### **About Western Uranium & Vanadium Corp.**

Western Uranium & Vanadium Corp. is a Colorado based uranium and vanadium conventional mining company focused on low cost near-term production of uranium and vanadium in the western United States, and development and application of kinetic separation.

**Cautionary Note Regarding Forward-Looking Information:** Certain information contained in this news release constitutes “forward-looking information” or a “forward-looking statements” within the meaning of applicable securities laws (collectively, “forward-looking statements”). Statements of that nature include statements relating to, or that are dependent upon: the Company’s expectations, estimates and projections regarding exploration and production plans and results; the timing of planned activities; whether the Company can raise any additional funds required to implement its plans; whether regulatory or analogous requirements can be satisfied to permit planned activities; and more generally to the Company’s business, and the economic and political environment applicable to its operations, assets and plans. All such forward-looking statements are subject to important risk factors and uncertainties, many of which are beyond the Company’s ability to control or predict. Please refer to the Company’s most recent Management’s Discussion and Analysis, as well as its other filings at [www.sec.gov](http://www.sec.gov) and/or [www.sedar.com](http://www.sedar.com), for a more detailed review of those risk factors. Readers are cautioned not to place undue reliance on the Company’s forward-looking statements, and that these statements are made as of the date hereof. While the Company may do so, it does not undertake any obligation to update these forward-looking statements at any particular time, except as and to the extent required under applicable laws and regulations.

**FOR ADDITIONAL INFORMATION, PLEASE CONTACT:**

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President and CEO

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**Robert Klein**

Chief Financial Officer

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