

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

1. **Name and Address of Company**

Royal Coal Corp.  
100 King Street West, Suite 5600  
P.O. Box 270  
Toronto, ON M5X 1C9

2. **Date of Material Change**

September 29, 2022

3. **News Release**

A press release disclosing the material change was released on September 29, 2022 through the facilities of Newsfile Corp.

4. **Summary of Material Change**

On September 29, 2022, the Company announced that it has entered into an option agreement (the "**Option Agreement**") to acquire a 100% undivided interest in Poissons Blanc nickel copper cobalt property located in Quebec (the "**Poissons Blanc Property**").

5. **Full Description of Material Change**

On September 29, 2022, the Company announced that it has entered into an option agreement to acquire a 100% undivided interest in Poissons Blanc nickel copper cobalt property located in Quebec.

The Option Agreement, dated September 26, 2022, was completed with two arm's length optionors (the "**Optionors**") and repositions the Company to now focus on resource exploration of EV metals, namely nickel, copper and cobalt.

The Poissons Blanc Property, host of the nickel-copper-cobalt McNickel deposit, is comprised of 32 mineral claims covering approximately 1,792 hectares located in the Saguenay Mining district in the Province of Quebec. Containing a historical resource of 3.583 million tonnes with grades of 0.39% Ni, 0.18% Cu and 0.05% Co (NI 43-101 non-compliant resource) the deposit was first discovered in 1987, with a major drilling program completed in 1989.

The foregoing historical resource estimates presented above were completed prior to the implementation of the requirements of National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*; however, given the quality of the historic work completed and the respective mining companies' reputations, the Company believes the historical resource estimates to be both relevant and reliable. A Qualified Person has not completed sufficient work to classify these historic mineral resources as current mineral resources; and the Company is not treating the historic resources as current.

Under the terms of the three year Option Agreement, the Company may exercise the Option to acquire a 100% undivided interest in the Poissons Blanc Property upon payment of an aggregate of up to US\$562,600 in cash payments and an aggregate of 5,000,000 common shares (the "**Option Shares**") in the capital of the Company plus, at the option of the Company, a payment of

CDN\$500,000 or an additional CDN\$500,000 worth of Option Shares and incurring an aggregate of \$1,200,000 in exploration expenditures on the Poissons Blanc Property.

In the event that the Option is exercised in full, the Company will grant one of the Optionors a five percent (5%) net smelter returns royalty (the "NSR"). At any time within three years from the date of the grant, the Company may purchase two and a half percent (2.5%) of the NSR (resulting in the remaining NSR being 2.5%) for a purchase price of CND\$2,000,000.

Paul Mattinen, an Independent Qualified Person ("QP") as such term is defined by National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*, has reviewed and approved the geological information reported in this material change report.

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

The report is not being filed on a confidential basis.

**7. Omitted Information**

No significant facts have been omitted from this Material Change Report.

**8. Executive Officer**

For further information, contact Nicholas Konkin at (416) 642-1807 ext 305.

**9. Date of Report**

This report is dated at Toronto, this 30<sup>th</sup> of September, 2022.

**Cautionary Statement Regarding Forward-Looking Information**

*This material change report contains certain "forward-looking information" within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "would", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Forwardlooking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company's Management's Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.*