

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

**Item 1      Name and Address of Company**

New Tech Minerals Corp.  
880-580 Hornby Street  
Vancouver, British Columbia  
V6C 3B6

**Item 2      Date of Material Change**

September 9, 2020

**Item 3      News Release**

The news release was disseminated on September 10, 2020 through Canada StockWatch.

**Item 4      Summary of Material Change**

New Tech Minerals Corp. (the "Company") announced that it has closed its private placement of 12,800,000 units (the "**Units**"), at a price of \$0.05 per Unit for total gross proceeds of \$640,000. Each Unit consists of one common share and one non-transferable common share purchase warrant (a "**Warrant**"). Each Warrant is exercisable into one additional common share at an exercise price of \$0.075 until September 8, 2023, subject to an acceleration right.

The Company paid a 6% finder's fee to Haywood Securities Inc. in connection with the private placement which consisted of a cash amount of \$24,000 and 480,000 broker warrants with the same terms as the Warrants.

**Item 5      Full Description of Material Change**

**5.1      Full Description of Material Change**

Please see attached news release dated September 10, 2020.

**5.2      Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8      Executive Officer**

For further information, contact:

Jonathan George  
President and Chief Executive Officer  
604-803-5838

**Item 9      Date of Report**

September 18, 2020



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NTM: CSE

**NEWS RELEASE**

**New Tech Minerals Announces Closing of Non-Brokered Private Placement**

September 10, 2020, Vancouver, British Columbia – New Tech Minerals Corp. (“New Tech” or the “Company”) is pleased to announce that it has closed its previously announced non-brokered private placement (the “Private Placement”). The Company has issued 12,800,000 units (the “Units”) pursuant to the Private Placement at a price of \$0.05 per Unit for total gross proceeds of \$640,000. Each Unit consists of one common share (a “Common Share”) and one non-transferable Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant is exercisable for one additional Common Share at an exercise price of \$0.075 until September 8, 2023. The Company has the right to accelerate the expiry date of the warrants to 30 days if the closing price for the Company's shares is at least \$0.30 for a period of ten consecutive trading days.

The Company has paid a 6% finder’s fee to Haywood Securities Inc. (“Haywood”) in connection with proceeds raised by the Company from investors introduced to the Company by Haywood, consisting of a cash amount of \$24,000 and 480,000 broker warrants (each a "Broker's Warrant"). Each Broker’s Warrant has the same terms as the Warrants. All securities issued pursuant to the Private Placement are subject to a statutory hold period of four months from the date of issuance.

Certain insiders of the Company have subscribed for Units pursuant to the Private Placement. The issuance of the Units to the insiders pursuant to the Private Placement (the “Insider Participation”) will be considered to be a related party transaction within the meaning of Multilateral Instrument 61-101 (“MI 61-101”). The Company intends to rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(b) and 5.7(1)(a) of MI 61-101 in respect of any Insider Participation.

The proceeds from the sale of Units will be used for working capital, payment of existing payables and the review of possible new acquisitions.

About New Tech Minerals Corp.

New Tech is engaged in the exploration and development of promising potash and cobalt projects in America, including the Paradox Basin Potash project in Utah, and the Tule cobalt project in Nevada .

**On behalf of the Board of Directors**

*“Jonathan George”*

**Jonathan George, President and CEO**

*Neither the OTCQX nor the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This news release contains “forward-looking statements”, within the meaning of the United States Private Securities Litigation Reform Act of 1995 or forward looking information within the meaning of applicable Canadian securities legislation, concerning the business, operations and financial performance and condition of the Company. Forward-looking statements include, but are not limited to, statements with respect to the proposed use of proceeds of the Private Placement and the Company's intention to source new acquisitions. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: management's discretion to reallocate the proceeds of the Private Placement, management's ability to source new acquisitions, actual results of current exploration activities and future prices of metals, as well as those factors discussed in the Company's securities filings. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.*