

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

Item 1: Name and Address of Company

First Phosphate Corp. (the “Company” or “First Phosphate”)
1055 West Georgia Street
1500 Royal Centre, P.O. Box 11117
Vancouver, British Columbia
V6E 4N7

Item 2: Date of Material Change

February 15, 2023.

Item 3: News Release

A news release was issued and disseminated via Newsfile Corp. on February 15, 2023, a copy of which was filed under the Company’s profile on SEDAR at www.sedar.com.

Item 4: Summary of Material Change

On February 15, 2023, the Company announced that it has received conditional approval to list its common shares (the "Shares") on the Canadian Securities Exchange (the "CSE") under the trading symbol "PHOS".

Further to its press release dated January 18, 2023, the Company announced that it has closed an additional tranche of 3,023,142 HD Units (as defined in the Company's news release dated November 28, 2022) for gross proceeds of \$1,058,100. The Company had further raised the ceiling of its private placement from \$3.4 million (announced on January 18, 2023) to \$4.5 million in order to accommodate increased investor interest.

Item 5.1: Full Description of Material Change

Please see news release attached as Schedule “A”.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Bennett Kurtz
CFO and Director
T: 416-200-0657
Email: bennett@firstphosphate.com

Item 9: Date of Report

February 16, 2023.

SCHEDULE "A"

(See attached)

First Phosphate Receives Conditional Approval from The Canadian Securities Exchange and Announces the Closing Of an Additional Tranche of Its Oversubscribed Private Placement For a Total of \$4.45 Million

Saguenay, Quebec--(Newsfile Corp. - February 15, 2023) - First Phosphate Corp. ("**First Phosphate**" or the "**Company**") is pleased to announce that it has received conditional approval to list its common shares (the "**Shares**") on the Canadian Securities Exchange (the "**CSE**") under the trading symbol "PHOS".

Final approval of the listing is subject to the Company meeting certain customary conditions of the CSE. Upon final approval, the Company intends to issue a news release confirming the date upon which its Shares will commence trading on the CSE.

"We believe First Phosphate is set to become the only pure-play publicly-traded company worldwide to be entirely dedicated to producing clean, high-grade and ethically-sourced phosphate material for the Lithium Iron Phosphate (LFP) battery industry," said First Phosphate President Peter Kent. "Our conditional approval is another important milestone for the corporate development of First Phosphate as we continue to witness the global shift to LFP energy storage."

Further to its press release dated January 18, 2023, and due to overwhelming demand, the Company announces that it has closed an additional tranche of 3,023,142 HD Units (as defined in the Company's news release dated November 28, 2022) for gross proceeds of \$1,058,100.

The Company had further raised the ceiling of its private placement from \$3.4 million (announced on January 18, 2023) to \$4.5 million in order to accommodate increased investor interest.

The proceeds are expected to be used for general working capital purposes and for exploration activities. All securities issued in connection with this closing are subject to a statutory four month and one day hold period. Furthermore, the Shares issued pursuant to this closing are subject to a contractual lock-up with a release schedule over 12 months following the Shares being listed for trading on a stock exchange.

In total, the Company issued 8,931,004 HD Units at a price of \$0.35 per HD Unit for gross proceeds of \$3,125,851 and 3,322,000 FT Units (as defined in the in the Company's news release dated November 28, 2022) at a price of \$0.40 per FT Unit for gross proceeds of \$1,328,800 and collectively with the HD Units aggregate gross proceeds of \$4,454,651. The total commission was \$105,839.04 and 282,097 Compensation Warrants (as defined in the in the Company's news release dated December 27, 2022).

First Phosphate holds 1,500 sq. km of total land claims in the Saguenay Region of Quebec, Canada that it is actively developing to produce battery grade phosphate. The Company's flagship property is located approximately 125 km north of Saguenay, the province's sixth largest city, providing easy access to a deep sea port, daily flights to Montreal, a skilled industrial workforce, and provincial infrastructure. First Phosphate is fully focused on integrating its phosphate material directly into the supply chain of major battery and electric vehicle producers in North America.

Bennett Kurtz
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About First Phosphate Corp.

First Phosphate is a mineral development company fully dedicated to extracting and purifying phosphate for the production of cathode active material for the Lithium Iron Phosphate ("LFP") battery industry. First Phosphate is committed to producing at high purity level, at full ESG standard and with low anticipated carbon footprint. First Phosphate plans to vertically integrate from mine source directly into the supply chains of major North American LFP battery producers that require battery grade LFP cathode active material emanating from a consistent and secure supply source. First Phosphate holds over 1,500 sq. km of total land claims in the Saguenay-Lac-St-Jean Region of Quebec, Canada that it is actively developing. First Phosphate properties consist of rare anorthosite igneous phosphate rock that generally yields high purity phosphate material devoid of high concentrations of harmful elements.

Forward-Looking Information and Cautionary Statements

Certain information in this news release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "potential", "believe", "intend" or the negative of these terms and similar expressions. Forward-looking statements in this news release include statements relating to: the Company's commitment to producing high purity phosphate materials at full ESG standard under a lowcarbon footprint; the Company's plans to integrate directly into the functions of certain major North American LFP Battery producers; the Company's proposed development of its land claims in the Saguenay Region; the listing of the Shares on the CSE; the Company's plans to become the only pure-play publicly-traded company worldwide to be entirely dedicated to producing clean, high-grade and ethically-sourced phosphate material for the Lithium Iron Phosphate (LFP) battery industry; and the anticipated use of proceeds and any required approvals thereof.

Forward-looking information in this press release are based on certain assumptions and expected future events, namely: the Company's ability to producing high purity phosphate materials at full ESG standard under a lowcarbon footprint; the Company's ability to integrate directly into the functions of certain major North American LFP Battery producers; the Company's ability to develop its land claims in the Saguenay Region; the Company's ability to complete the listing of its Shares on the CSE; the Company's ability to become the only pure-play publicly-traded company worldwide to be entirely dedicated to producing clean, high-grade and ethically-sourced phosphate material for the Lithium Iron Phosphate (LFP) battery industry; and the Company's ability to utilize the use of proceeds on the terms and within the timelines anticipated or at all.

These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the Company's inability to produce high purity

phosphate materials at full ESG standard under a lowcarbon footprint; the Company's inability to integrate directly into the functions of certain major North American LFP Battery producers; the Company's inability to develop its land claims in the Saguenay Region; the Company's inability to complete the listing of its Shares on the CSE; the Company's inability to become the only pure-play publicly-traded company worldwide to be entirely dedicated to producing clean, high-grade and ethically-sourced phosphate material for the Lithium Iron Phosphate (LFP) battery industry; and the Company's inability to utilize the use of proceeds on the terms and within the timelines anticipated or at all.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

Forward-looking statements contained in this press release are expressly qualified by this cautionary statement and reflect the Company's expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.



To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/154903>