

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

ITEM 1. NAME AND ADDRESS OF ISSUER

First Phosphate Corp. (the "Company")
1055 W Georgia St #1500,
Vancouver, BC V6E 4N7

ITEM 2. DATE OF MATERIAL CHANGE

September 1, 2024

ITEM 3. NEWS RELEASE

Issued on September 1, 2024 and September 3, 2024 through the facilities of Newsfile Corp. and filed on System for Electronic Document Analysis and Retrieval (SEDAR+).

ITEM 4. SUMMARY OF MATERIAL CHANGE

On September 1, 2024, the Company announced that Marc Branson had resigned as director of the Company. On September 3, the Company announced the appointment of Peter J.F. Nicholson to its board of directors effective September 1, 2024 to fill the vacancy created by the resignation of Marc Branson.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see news release attached as Schedule "A" and Schedule "B".

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Bennett Kurtz, CFO
bennett@firstphosphate.com
Tel: +1 (416) 200-0657

ITEM 9. DATE OF REPORT

September 3, 2024

SCHEDULE "A"

First Phosphate Announces Director Resignation

Saguenay, Quebec – September 1, 2024 – First Phosphate Corp. ("First Phosphate" or the "Company") (CSE: PHOS) (OTC: FRSPF) (FSE: KD0) announces the resignation of Company director Marc Branson effective September 1, 2024. Mr. Branson leaves First Phosphate's Board of Directors to focus on his own business commitments.

"First Phosphate wishes to thank Mr. Branson for his dedication and service in his role as director," says Company Chairman, Laurence W. Zeifman. "Marc's work has been foundational in the early-stage development of the Company and we wish Marc all the best in his future endeavours."

"I wish First Phosphate well in its future development and look forward to remaining a friend to the Company as I embark on new endeavours," added Mr. Branson. "I see great promise in First Phosphate's ability to affect the development of the LFP battery industry in North America."

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, in responsible manner 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 royalty-free district-scale 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.

For additional information, please contact:

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Media Relations: media@firstphosphate.com
Website: www.FirstPhosphate.com

Follow First Phosphate:

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Forward-Looking Information and Cautionary Statements

This news release contains certain statements and information that may be considered "forward-looking statements" and "forward looking information" within the meaning of applicable securities laws. In some cases, but not necessarily in all cases, forward-looking statements and forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "is positioned", "estimates", "intends", "assumes", "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”, “will” or “will be taken”, “occur” or “be achieved” and other similar expressions. In addition, statements in this news release that are not historical facts are forward looking statements, including, among other things, the Company’s planned exploration and production activities, the properties and composition of any extracted phosphate, the Company’s plans for vertical integration into North American supply chains.

These statements and other forward-looking information are based on assumptions and estimates that the Company believes are appropriate and reasonable in the circumstances, including, without limitation, expectations of the Company’s long term business outcomes given its short operating history; expectations regarding revenue, expenses and operations; the Company having sufficient working capital and ability to secure additional funding necessary for the exploration of the Company’s property interests; expectations regarding the potential mineralization, geological merit and economic feasibility of the Company’s projects; expectations regarding drill programs and the potential impacts successful drill programs could have on the life of the mine and the Company; mineral exploration and exploration program cost estimates; expectations regarding any environmental issues that may affect planned or future exploration programs and the potential impact of complying with existing and proposed environmental laws and regulations; receipt and timing of exploration and exploitation permits and other third-party approvals; government regulation of mineral exploration and development operations; expectations regarding any social or local community issues that may affect planned or future exploration and development programs; expectations surrounding global economic trends and technological advancements; and key personnel continuing their employment with the Company.

There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company’s expectations include: limited operating history; high risk of business failure; no profits or significant revenues; limited resources; negative cash flow from operations and dependence on third-party financing; the uncertainty of additional funding; no dividends; risks related to possible fluctuations in revenues and results; insurance and uninsured risks; litigation; reliance on management and key personnel; conflicts of interest; access to supplies and materials; dangers of mineral exploration and related liability and damages; risks relating to health and safety; government regulation and legal uncertainties; the company’s exploration and development properties may not be successful and are highly speculative in nature; dependence on outside parties; title to some of the Company’s mineral properties may be challenged or defective; Aboriginal title and land claims; obtaining and renewing licenses and permits; environmental and other regulatory risks may adversely affect the company; risks relating to climate change; risks related to infrastructure; land reclamation requirements may be burdensome; current global financial conditions; fluctuation in commodity prices; dilution; future sales by existing shareholders could cause the Company’s share price to fall; fluctuation and volatility in stock exchange prices; and risks related to market demands. There can be no assurance that any opportunity will be successful, commercially viable, completed on time or on budget, or will generate any meaningful revenues, savings or earnings, as the case may be, for the Company. In addition, the Company will incur costs in pursuing any particular opportunity, which may be significant.

These factors and assumptions are not intended to represent a complete list of the factors and assumptions that could affect the Company and, though they should be considered carefully, should be considered in conjunction with the risk factors described in the Company’s other documents filed with the Canadian and United States securities authorities, including without limitation the “Risk Factors” section of the Company’s Annual Information Form dated November 29, 2023 and Annual Report on 20-F which are available on SEDAR at www.sedarplus.ca. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information or information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

SCHEDULE "B"

First Phosphate Announces Appointment of Peter Nicholson as Director of First Phosphate

Saguenay, Quebec – September 3, 2024 – First Phosphate Corp. ("First Phosphate" or the "Company") (CSE: PHOS) (OTC: FRSPF) (FSE: KD0) announces the appointment of Peter J.F. Nicholson to its board of directors effective September 1, 2024 to fill the vacancy created by the resignation of ex-director Marc Branson effective on the same day.

Mr. Nicholson is the Founder, President and controlling shareholder of Wealth Creation Preservation & Donation Inc. (WCPD), a recognized leader in Canadian tax-assisted investments, with a specialized focus on philanthropic tax planning and tax reduction in the mining industry.

Through his work with many donors, foundations, institutions, and boards, he has helped generate over \$350 million for client donations. Nicholson is also a generous philanthropist in his own right and a tireless supporter of community initiatives.

Over the years, Peter has served as a dedicated champion and board member for many foundations across Canada, such as Winnipeg's Canadian Museum of Human Rights, Children's Hospital of Eastern Ontario, Ottawa Regional Cancer Foundation and founder of the Exuma Foundation of Canada. He is also a member of the Canadian Association of Gift Planners (CAGP), Association of Fundraising Professionals of Canada (AFP), the Clinton Global Initiative, and a ten-year veteran of the investment club Tiger 21.

"It is my pleasure to welcome Peter to our team," says Company Chairman, Laurence W. Zeifman. "His mining and fundraising experience will serve the Company well as we progress further in the development of our projects."

"I am excited to join the First Phosphate team as we advance our vision of creating the lithium iron phosphate battery valley of North American in the Saguenay-Lac-St-Jean region of Quebec, Canada," added Mr. Nicholson. "Critical minerals and downstream processing at home represent mining practices of the future that First Phosphate is pioneering and represent the type of mining innovation that I wish to take forward."

The Company has also granted 150,000 RSUs of the Company ("RSUs") to Mr. Nicholson. The RSUs vest in 2 tranches (50% on November 30, 2024, and 50% on February 28, 2025).

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