

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Li-Metal Corp.
90 Riviera Drive
Markham, Ontario
L3R 5M1

Item 2: Date of Material Change

November 23, 2021

Item 3: News Release

The news release announcing the material change was disseminated through Accesswire on November 23, 2021 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Change

On November 23, 2021, Li-Metal Corp. (“**Li-Metal**” or the “**Company**”) announced that the Company will be accelerating the expiry date of all of its outstanding warrants to December 23, 2021, pursuant to the terms of the warrant indenture dated September 7, 2021 (the “**Warrant Indenture**”).

The Company also announced that, further to the news release published by the Company on October 25, 2021, the Company has issued 141,367 Common Shares to six prior debenture holders in satisfaction of interest owed by the Company on senior secured convertible debentures in the aggregate amount of US\$141,369.87.

Item 5: Full Description of Material Change

On November 23, 2021, Li-Metal announced that the Company will be accelerating the expiry of all of its outstanding warrants, pursuant to the terms of the Warrant Indenture.

On October 25, 2021, Li-Metal issued a total of 10,500,000 warrants with an expiry date of October 25, 2023 (the “**Warrants**”), which are exercisable at the Canadian dollar equivalent of US\$1.50, according to the U.S./Canadian exchange rate (the “**Exchange Rate**”) as reported by the Bank of Canada on the close of business the day before the closing of the reverse takeover transaction involving 2555663 Ontario Limited and Eurotin Inc. (the “**Transaction**”). The Exchange Rate was determined by the Company to be CAD\$1.2357 per US\$1.00. Pursuant to the Warrant Indenture and as previously disclosed, the expiry date of the Warrants would accelerate if the volume-weighted average price (the “**VWAP**”) of the Company's common shares (the “**Common Shares**”) on the Canadian Securities Exchange (the “**CSE**”) was equal to or greater than the Canadian dollar equivalent of US\$3.50 (calculated according to the Exchange Rate) over a period of five consecutive trading days on the CSE. Pursuant to the Warrant Indenture, within 10 business days following such five-day period, Li-Metal would accelerate the expiry date of such Warrants by issuing a press release.

As the VWAP of the Company's Common Shares has exceeded the Canadian dollar equivalent of US\$3.50 over a period of five consecutive trading days, Li-Metal has announced that the expiry date for the Warrants is December 23, 2021. The Company has also provided written notice of such expiry date directly to all Warrant holders pursuant to the Warrant Indenture. If all Warrants issued by the Company are exercised, the Company will receive aggregate proceeds of CAD\$19,462,275 in connection with the exercise of such Warrants.

To exercise the abovementioned Warrants, holders of the Warrants are required to courier the following to the Company's transfer agent on or before December 23, 2021 at 5:00 pm (Toronto time):

- a duly completed and executed exercise form (hardcopy), which can be found on the investor relations page of Li-Metal's website (<https://li-metal.com/investor/>);
- the original certificate or direct registration system (“**DRS**”) advice representing the Warrants being exercised by such holder; and
- payment of the aggregate exercise price (CAD\$1.85355 per Warrant) made payable to “Li-Metal Corp.” by way of certified cheque, money order or bank draft.

Warrant holders should stipulate whether they would like to receive a share certificate or DRS advice representing the Common Shares to be issued upon exercise of their Warrants. All documentation should be couriered to:

TSX Trust Company, Attn: Corporate Actions
301 - 100 Adelaide Street West
Toronto, Ontario
MSH 4H1

Common Share Issuance in Satisfaction of Interest Payment

The Company also announced that, further to the news release published by the Company on October 25, 2021, the Company has issued 141,367 Common Shares to six prior debenture holders in satisfaction of interest owed by the Company on senior secured convertible debentures dated May 6, 2021 (the “**Debentures**”) in the amount of US\$141,369.87 (the “**Interest Payment**”). No fractional Common Shares were issued in satisfaction of the Interest Payment. The Common Shares issued in satisfaction of interest payable under the Debentures are subject to a four-month hold period resale restriction under Canadian securities laws. The issuance of the Common Shares in lieu of cash was subject to the terms and conditions of the Debentures as well as the receipt of any requisite approvals, including, without limitation, the approval of the CSE.

Item 6: Reliance on Subsection 7.1(2) of National Instrument 51-102–*Continuous Disclosure Obligations*

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

Maciej Jastrzebski, CEO and Director
Phone: (647) 795-1653

Item 9: Date of Report

November 25, 2021

Forward Looking Information

This material change report contains "forward-looking information" within the meaning of applicable securities laws relating to the Company. Any such forward-looking statements may be identified by words such as "expects", "anticipates", "believes", "projects", "plans" and similar expressions. Readers are cautioned not to place undue reliance on forward-looking statements. Statements about, among other things, the Company's strategic plans are forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the development of the business of the Company will be completed as described above. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by applicable law.