

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

KR Investment Ltd. (the “Company”)
363 West 6th Avenue
Vancouver, BC V5Y 1L1

Item 2. Date of Material Change

March 20, 2024.

Item 3. News Release

A news release was disseminated by the Company via Stockwatch and filed on SEDAR+ on March 20, 2024.

Item 4. Summary of Material Change

The Company announced that it entered into a securities exchange agreement (the “Securities Exchange Agreement”) dated March 20, 2024 with Rare Earth Element Corp. (“REEC”) and the shareholders of REEC to acquire all of the issued and outstanding shares of REEC in exchange for common shares of the Company (the “Common Shares”) issued on a one-for-one basis to the shareholders of REEC. If completed, the transaction will constitute a reverse takeover transaction (the “RTO”) of the Company. Pursuant to the Securities Exchange Agreement, the Company agreed to issue 18,550,500 Common Shares to the shareholders of REEC on the closing of the RTO. In addition, the 18,400,000 outstanding warrants of REEC (the “REEC Warrants”), which are exercisable at \$0.10 until March 7, 2026, will be adjusted in accordance with their contractual terms upon the closing of the RTO, with each such REEC Warrant becoming exercisable for one Common Share at the same exercise price.

Upon closing of the RTO, REEC will become a wholly-owned subsidiary of the Company. The Company intends to carry on REEC’s mineral exploration and development business, currently focused on the exploration of the Wing Lake Uranium Property (the “Wing Lake Property”) located in the Mudjatik Domain of Northern Saskatchewan, Canada following the closing of the RTO. As a result, if completed, the RTO will constitute a change of business for the Company. In connection with this announcement, the Company requested a halt in the trading of its stock, which will remain in place until completion of the anticipated RTO.

As part of the closing of the RTO, the Company anticipates changing its name from “KR Investment Ltd.” to “Global Uranium Corp.”.

The Company is applying for listing of its Common Shares on the Canadian Securities Exchange (the “CSE”) and a concurrent delisting from the TSX Venture Exchange (the “TSXV”). Listing of the Common Shares will be subject to the Company completing the RTO and satisfying all of the listing requirements of the CSE. Similarly, the delisting of the Common Shares from the TSXV will be subject to the Company completing the RTO and satisfying the delisting requirements of the TSXV. Closing of the RTO is subject to the satisfaction of customary closing conditions, including CSE and TSXV acceptance, as well as applicable director and shareholder approvals, including the approval of the

shareholders of the Company. The Company will seek the written consent of a majority of its disinterested shareholders for the RTO.

Item 5. Full Description of Material Change

See the Company's news release dated March 20, 2024, a copy of which is attached as Schedule "A" hereto.

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

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

Contact: S. John Kim, CEO & Director
Telephone: (604) 689-2454

Item 9. Date of Report

March 26, 2024.

SCHEDULE "A"
News Release dated March 20, 2024
[see attached]

**NOT FOR DISSEMINATION IN THE UNITED STATES OR
FOR DISTRIBUTION TO U.S. WIRE SERVICES**

**KR INVESTMENT LTD.
363 West 6th Avenue
Vancouver, British Columbia
V5Y 1L1
Telephone: 604.689.2454**

FOR IMMEDIATE RELEASE

TSX-V symbol: KR.H

**KR Investment Announces Securities Exchange Agreement
for Reverse Takeover**

March 20, 2024 – Vancouver, British Columbia. KR Investment Ltd. (TSX.V – KR.H) (the “**Company**”) is pleased to announce that it has entered into a securities exchange agreement (the “**Securities Exchange Agreement**”) dated March 20, 2024 with Rare Earth Element Corp. (“**REEC**”) and the shareholders of REEC to acquire all of the issued and outstanding shares of REEC in exchange for common shares of the Company (the “**Common Shares**”) issued on a one-for-one basis to the shareholders of REEC. If completed, the transaction will constitute a reverse takeover transaction (the “**RTO**”) of the Company. Pursuant to the Securities Exchange Agreement, the Company has agreed to issue 18,550,500 Common Shares to the shareholders of REEC on the closing of the RTO. In addition, the 18,400,000 outstanding warrants of REEC (the “**REEC Warrants**”), which are exercisable at \$0.10 until March 7, 2026, will be adjusted in accordance with their contractual terms upon the closing of the RTO, with each such REEC Warrant becoming exercisable for one Common Share at the same exercise price.

The Company intends to carry on REEC’s mineral exploration and development business, currently focused on the exploration of the Wing Lake Uranium Property (the “**Wing Lake Property**”) located in the Mudjatic Domain of Northern Saskatchewan, Canada following the closing of the RTO. As a result, if completed, the RTO will constitute a change of business for the Company. In connection with this announcement, the Company has requested a halt in the trading of its stock, which will remain in place until completion of the anticipated RTO.

About REEC

REEC is a private company incorporated pursuant to the laws of British Columbia and headquartered in Vancouver, British Columbia. On January 2, 2024, REEC entered into an option agreement with Geomap Exploration Inc. (“**Geomap**”), pursuant to which REEC was granted an option to acquire a 100% interest in the Wing Lake Property by making cash payments of \$300,000, issuing 500,000 in common shares and undertaking \$250,000 in exploration work on the Wing Lake Property. To date, pursuant to this option agreement, REEC has made \$200,000 of the required cash payments to Geomap and has issued 150,000 REEC common shares to Geomap. In the event that REEC exercises the option, a 1.5% net smelter returns royalty on the Wing Lake Property will be payable to Geomap, of which REEC may repurchase 1% for \$1,000,000.

Reverse Takeover Terms

Upon closing of the RTO, REEC will become a wholly-owned subsidiary of the Company. The Company expects to carry on the business of REEC following the closing of the RTO, being the exploration and development of mineral properties. REEC’s current focus is on the exploration of the Wing Lake Property. Following the closing of the RTO, the Company may also target other mineral exploration opportunities in Canada if it determines such targets have sufficient geological or economic merit and if the Company has adequate financial resources to complete such acquisitions.

As part of the closing of the RTO, the Company anticipates changing its name from “KR Investment Ltd.” to “Global Uranium Corp.”. No changes to the Company’s directors and officers are expected in connection with the RTO. The Company anticipates that its board and management will continue to consist of (i) S. John Kim, Director and Chief Executive Officer, (ii) Eli Dusenbury, Director, Chief Financial Officer and Corporate Secretary, (iii) Foster Wilson, Director, and (iv) Mike Aujla, Director following the RTO.

The Company is applying for listing of its Common Shares on the Canadian Securities Exchange (the “**CSE**”) and a concurrent delisting from the TSX Venture Exchange (the “**TSXV**”). Listing of the Common Shares will be subject to the Company completing the RTO and satisfying all of the listing requirements of the CSE. Similarly, the delisting of the Common Shares from the TSXV will be subject to the Company completing the RTO and satisfying the delisting requirements of the TSXV. Closing of the RTO is subject to the satisfaction of customary closing conditions, including CSE and TSXV acceptance, as well as applicable director and shareholder approvals, including the approval of the shareholders of the Company. The Company will seek the written consent of a majority of its disinterested shareholders for the RTO. A copy of the Securities Exchange Agreement is available under the Company’s profile on SEDAR+ at www.sedarplus.ca.

Wing Lake Property

The Wing Lake Property consists of two contiguous mineral claims and covers about 7,166.55 hectares of land in the Mudjatik Domain of northern Saskatchewan, Canada, an area known for uranium and base metal deposits. Access to the Wing Lake Property is by helicopter from the Northern Hamlet of Stony Rapids, which is located about 65 kilometers to the west. Stony Rapids is connected to La Ronge and Saskatoon via highway 905. Saskatoon is located approximately 1,040 km and La Ronge 664 km from Stony Rapids.

The Wing Lake Property is subject to a technical report prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* titled “Technical Report on the Wing Lake Uranium Property, Northern Mining District, NTS Map 074P02 and 074P07, Saskatchewan, Canada” prepared for REEC by Kristian Whitehead, P.Geo., with an effective date of March 7, 2024 (the “**Technical Report**”).

The Technical Report notes that the Wing Lake Property is a grassroots level exploration property with good potential to host uranium mineralization. The Technical Report recommends a two-phase exploration program, where the second phase is contingent upon the results of the first phase, beginning with prospecting, geological mapping and sampling and, depending on the results of these activities, concluding with drilling. A copy of the Technical Report will be filed on SEDAR+ under the Company’s profile at www.sedarplus.ca.

Related Matters

Prior to completion of the RTO, the Company anticipates settling debt owed to certain creditors by the Company in the amount of \$149,689.70 (the “**Debt**”). The Company plans on setting the Debt through the issuance of 665,288 Common Shares at a deemed price of approximately \$0.23 per Common Share. The settlement of the Debt is subject to TSXV approval in accordance with their policies.

In addition, the Company anticipates adopting an omnibus equity incentive plan (the “**Plan**”) in connection with the RTO, thereby replacing the Company’s current stock option plan. The Plan will be a 20% “rolling” or “evergreen” equity incentive plan, and will be tabled for approval at the Company’s next annual general meeting of shareholders.

Upon listing on the CSE, the Company anticipates issuing 1,050,000 options (the “**Options**”) to certain directors, officers, employees and consultants of the Company under the Plan, with each such Option being exercisable into one Common Share at a price of \$0.30 per Common Share. The Options will be exercisable for a period of three years, and will vest over a period of 12 months, with 25% of such Options vesting every quarter following their issuance, beginning three months from the date of listing on the CSE.

ON BEHALF OF THE BOARD OF DIRECTORS

“S. John Kim”

S. John Kim
CEO and Director

Cautionary Notes

The TSX Venture Exchange has not reviewed and does not accept responsibility for the accuracy or adequacy of this release. Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Investors are cautioned that, except as disclosed in the Company’s CSE listing statement to be filed in connection with the RTO, any information released or received with respect to the RTO may not be accurate or complete and should not be relied upon.

This news release does not constitute an offer to sell or solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to a U.S. person unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Forward-Looking Statements

This news release contains forward-looking statements and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipate”, “expects” and similar expressions. All statements other than statements of historical fact, included in this news release are forward-looking statements that involve risks and uncertainties. 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 but are not limited to market conditions and the risks detailed from time to time in the filings made by the Company with securities regulators. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information, including, but not limited to, statements regarding the RTO, including the closing of the RTO, the Company’s anticipated business and operational activities following the closing of the RTO and the Company’s proposed name change in connection with the RTO, the delisting of Common Shares from the TSXV, the listing of Common Shares on the CSE, the anticipated satisfaction of closing conditions and receipt of regulatory approvals for the RTO, the prospects of the Wing Lake Property, including that it may host uranium mineralization, the Company’s plans with respect to the exploration of the Wing Lake Property, the Company’s plans to settle the Debt, adopt the Plan and issue the Options. Factors that could cause actual results to vary from forward-looking statements or may affect the operations, performance, development and results of the Company’s business include, among other things, the ability of the parties to satisfy the conditions to closing of the RTO in a timely manner (or at all); the Company’s receipt of all regulatory and shareholder approvals necessary to complete the RTO in a timely manner (or at all); the Company’s receipt of TSXV approval for the settlement of the Debt; the risk that the RTO is not completed; the risk that the RTO does not result in the anticipated benefits to the Company, including that the Company is unable or determines not to carry out the business of REEC following the RTO; the Company’s ability to generate sufficient cash flow to meet its current and future obligations, including its obligations under the Wing Lake Property option agreement; that mineral exploration is inherently uncertain and may be unsuccessful in achieving the desired results; that mineral exploration plans may change and be re-defined

based on a number of factors, many of which are outside of the Company's control; the Company's ability to access sources of debt and equity capital; competitive factors, pricing pressures and supply and demand in the Company's industry; and general economic and business. 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 news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by applicable law.