

51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

FOREMOST LITHIUM RESOURCE & TECHNOLOGY LTD. (the “Company”)
Suite 250, 750 West Pender Street
Vancouver, BC
V6C 2T7

Item 2 **Date of Material Change**

April 29, 2024

Item 3 **News Release**

A news release announcing the material change was published on April 29, 2024, and distributed through Globe Newswire and filed on SEDAR.

Item 4 **Summary of Material Change**

On April 29, 2024 the Company announced the closing of the second tranche of its flow-through private placement for gross proceeds of \$1.455M.

Item 5 **Full Description of Material Change**

The Company announced that that further to its press releases dated February 13, 2024 and March 13, 2024, on April 29, 2024, it closed the second tranche of its non-brokered private placement (the "**Offering**") for aggregate gross proceeds of \$1,455,129.48.

Foremost issued 247,471 flow-through units (each, a “**FT Unit**”) at a subscription price of \$5.88 per FT Unit, comprised of one flow-through common share in the capital of the Company (each, a “**FT Share**”) and one non-flow-through common share purchase warrant (each, a “**Warrant**”), entitling the holder thereof to purchase an additional non-flow-through common share in the capital of the Company (each, a “**Warrant Share**”), at an exercise price of \$4.00 per Warrant Share, until April 29, 2026.

The Warrants will be subject to an accelerated expiry, if, at any time following the date of issuance, the volume weighted average trading price of the Shares on the Canadian Securities Exchange is or exceeds \$6.00 for any 14 consecutive trading days, the Company may elect to accelerate the expiry date of the Warrants by giving notice to the holders, by way of a news release, that the Warrants will expire 30 calendar days following the date of such notice.

The gross proceeds from the issuance of the FT Units will be used to incur Canadian exploration expenses that will qualify, once renounced as “flow-through critical mineral mining expenditures”, as defined in subsection 127(9) of the Income Tax Act (Canada), and as “flow-through mining expenditures” as defined in section 11.7(1) of the Income

Taxation Act (Manitoba). (collectively, the “**Qualifying Expenditures**”). In addition, the Qualifying Expenditures renounced to a subscriber that is an individual (other than a trust) will qualify for the Manitoba mineral exploration tax credit described in s. 11.7(2) of the Income Tax Act (Manitoba), a non-refundable investment tax credit deductible against provincial income taxes payable by such subscriber under the Income Tax Act (Manitoba).

In connection with the closing of the second tranche of the Offering, finders’ fees comprised of approximately \$175 in cash consideration and 51 finder's warrants (“**Finder's Warrants**”) was paid and issued to an eligible arm’s length finder. Each Finder's Warrant is exercisable to acquire a Share at a price of \$3.40 per Share for a period of 24 months from the date of issue. All of the securities issued under the second tranche of the Offering will be subject to a hold period of four months and one day from the date of issuance expiring on August 30, 2024.

The FT Units, FT Shares, Warrants, and Warrant Shares (collectively, the “**Securities**”) have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws. Accordingly, the Securities of the Company may not be offered or sold in the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. Any Securities offered and sold in the United States shall be issued as “restricted securities” as defined in Rule 144(a)(3) under the U.S. Securities Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Secured Note

On May 10, 2022, the Company entered into a secured promissory note in the original principal amount of \$1,145,520.08 (the “**Loan**”) with Jason Barnard and Christina Barnard (the “**Lenders**”). Effective May 10, 2023, the Company and the Lenders agreed to amend the promissory note to extend its term by one year and increase the interest rate to 11.35% payable in monthly installments of \$8,000, with the balance of accrued interest payable on maturity (the “**First Amended Note**”). On April 26, 2024, the Company and the Lenders agreed to further amend the First Amended Note by issuing a second amended note (the “**Second Amended Note**”), which supersedes and replaces the First Amended Note, in the principal amount of \$1,144,205.63 having a maturity date of May 10, 2025, accruing interest at the same rate of 11.35% per annum compounded monthly with monthly payments of \$10,835, with the balance of accrued interest payable on maturity. The Second Amended Note is repayable at any time without penalty and matures on May 10, 2025.

Each of the Lenders are senior officers of the Company, and Mr. Barnard is a director of the Company, and the Lenders are, jointly, the largest shareholders of the Company. The amendment of the terms of the Loan and the issuance of the Second Amended Note constitutes a "related party transaction" under the policies of the Canadian Securities Exchange and Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). As the Loan is less than 25% of the current market capitalization of the Company, the Loan is exempt from the formal valuation

requirements of MI 61-101 by virtue of Section 5.5(a) – *Fair Market Value Not More Than 25% of Market Capitalization*. The Company is relying on Section 5.7(1)(f) – *Loan to Issuer, No Equity or Voting Component* for exemption from minority approval requirements of MI 61-101 since the Loan is not convertible into securities of the Company and since the Loan has been obtained on reasonable commercial terms that are not less advantageous to the Company than if the Loan was obtained from an arm's length person. The terms of the Second Amended Note have been reviewed and unanimously approved by the Company's board of directors as well as the Company's audit committee.

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

N/A

Item 7 **Omitted Information**

N/A

Item 8 **Executive Officer**

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

Jason Barnard, President and CEO
Foremost Lithium Resource & Technology Ltd.
(604) 330-8067

Item 9 **Date of Report**

April 30, 2024