

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

**1. Name and Address of Company**

Foremost Clean Energy Ltd. ("**Foremost**" or the "**Company**")  
Suite 250, 750 West Pender Street  
Vancouver, BC V6C 2T7

**2. Date of Material Change**

November 14, 2024

**3. News Release**

A press release disclosing in detail the material summarized in this material change report was disseminated by the Company through the facilities of a recognized newswire service and filed on SEDAR+ on November 14, 2024.

**4. Summary of Material Change**

On November 14, 2024, Foremost announced that it has completed its previously announced best efforts private placement (the "**Offering**") for aggregate gross proceeds of C\$10,500,250, which includes the full exercise of the agent's option. Under the Offering, the Company issued 1,473,000 units of the Company (the "**Units**") at a price of C\$3.00 per Unit (the "**Unit Price**"), 1,022,500 flow-through units of the Company (the "**FT Units**") at a price of C\$3.50 per FT Unit, and 550,000 FT Units sold to charitable purchasers (the "**Charity FT Units**", and together with the Units and FT Units, the "**Offered Securities**") at a price of C\$4.55 per Charity FT Unit.

**5. Full Description of Material Change**

**5.1 Full Description of Material Change**

On November 14, 2024, Foremost announced the completion of the Offering. Each Unit consists of one common share of the Company (each, a "**Unit Share**") and one common share purchase warrant (each, a "**Warrant**"). Each FT Unit and Charity FT Unit consists of one common share of the Company to be issued as a "**flow-through share**" within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (each, a "**FT Share**") and one Warrant. Each Warrant shall entitle the holder to purchase one common share of the Company (each, a "**Warrant Share**") at a price of C\$4.00 at any time on or before that date which is 24 months after the closing date of the Offering.

Foremost's largest shareholder, Denison Mines Corp. (TSX: DML, NYSE American: DNN) ("**Denison**"), prior to the closing of the Offering held 1,369,810 common shares, representing approximately 19.95% of the issued and outstanding Foremost common shares. Under the Offering, Denison exercised its pro rata rights under its Investor Rights Agreement with Foremost announced on September 24, 2024 and acquired 607,600 Units at the Unit Price for proceeds of C\$1,822,800, maintaining its common share ownership in Foremost of approximately 19.95% following the completion of the Offering. Denison acquired the Foremost common shares for investment purposes and may from time to time acquire additional securities, dispose of some or all of the existing or additional securities, or may continue to hold the securities of Foremost. Denison is a leading Athabasca Basin-focused uranium mining, development, and exploration company with a market capitalization of approximately C\$2.6 billion. Denison's current focus is advancing the development-stage Wheeler River project, which represents the largest undeveloped uranium mining project in the infrastructure rich eastern portion of the Athabasca Basin.

Under the Offering, Red Cloud Securities Inc. acted as lead agent and sole bookrunner on behalf of a syndicate of agents that included Cormark Securities Inc., SCP Resource Finance LP and Ventum Financial Corp. (collectively, the "**Agents**"). In consideration for their services, the Agents received an aggregate cash commission of C\$570,015. Additionally, the Agents received, in aggregate, 162,730 non-transferable broker warrants (the "**Broker Warrants**"), with each such Broker Warrant exercisable for one common share of the Company at a price of C\$3.00 per Common Share at any time on or before November 14, 2026.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 – Prospectus Exemptions ("**NI 45-106**"), a total of 832,500 Units and 550,000 Charity FT Units (collectively, the "**LIFE Securities**"), representing gross proceeds of C\$5,000,000, were sold to purchasers in the provinces of Alberta, British Columbia, and Ontario, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "**Listed Issuer Financing Exemption**"). The Unit Shares, FT Shares and Warrant Shares issued pursuant to the sale of the LIFE Securities are immediately freely tradeable under applicable Canadian securities legislation.

640,500 Units and 1,022,500 FT Units (collectively, the "**Non-LIFE Securities**") were issued by way of the "accredited investor" and "minimum amount investment" exemptions under NI 45-106 in Alberta, British Columbia, Ontario and Saskatchewan. The Unit Shares, FT Shares and Warrant Shares issuable pursuant to the sale of the Non-LIFE Securities are subject to a hold period ending on March 15, 2025 under applicable Canadian securities laws.

The Company intends to use the net proceeds from the Offering primarily for exploration expenditures on the Company's uranium properties in the Athabasca Basin in Saskatchewan as well as for working capital and general corporate purposes. The gross proceeds from the issuance of the FT Shares will be used for Canadian exploration expenses and will qualify, once renounced to a subscriber that is an individual (other than a trust), as "flow-through critical mineral mining expenditures", as defined in subsection 127(9) of the *Income Tax Act* (Canada) (the "**Qualifying Expenditures**"), which will be incurred on or before December 31, 2025 and renounced to the subscribers of the FT Units and Charity FT Units with an effective date no later than December 31, 2024 in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares. If the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify each subscriber of FT Units and Charity FT Units for any additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures as agreed.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

### **7. Omitted Information**

Not applicable.

### **8. Executive Officer**

For further information, please contact:

Jason Barnard, President and CEO  
+1 (604) 330-8067  
info@foremostcleanenergy.com

## 9. Date of Report

November 14, 2024

### Forward-Looking and Cautionary Statements

*Except for the statements of historical fact contained herein, the information presented in this material change report and oral statements made from time to time by representatives of the Company are or may constitute "forward-looking statements" as such term is used in applicable United States and Canadian laws and including, without limitation, within the meaning of the Private Securities Litigation Reform Act of 1995, for which the Company claims the protection of the safe harbor for forward looking statements. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning; the Company's business strategies, expectations, planned operations and future actions and the Company's expectations with respect to the Offering, including the use of proceeds of the Offering at projected timelines. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any other statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect," "is expected," "anticipates" or "does not anticipate," "plans," "estimates" or "intends," or stating that certain actions, events or results "may," "could," "would," "might" or "will" be taken, occur or be achieved) are not statements of historical fact and should be viewed as forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and other factors include, among others that the use of proceeds under the Offering is different than as anticipated; the availability of capital to fund programs and the resulting dilution caused by the raising of capital through the sale of Offered Securities; actual results of the Company's current proposed exploration activities; commodity price fluctuations and cycles; potential defects in the title of the Company's properties; geopolitical risks; price volatility of publicly traded securities; risks and uncertainties associated with the environment; and delays in obtaining governmental approvals, permits or financing. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that its expectations will be achieved. Forward-looking information is subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those projected. Many of these factors are beyond the Company's ability to control or predict. Important factors that may cause actual results to differ materially and that could impact the Company and the statements contained in this material change report can be found in the Company's filings with the Securities and Exchange Commission. The Company assumes no obligation to update or supplement any forward-looking statements whether as a result of new information, future events or otherwise. Accordingly, readers should not place undue reliance on forward-looking statements contained in this material change report and in any document referred to in this material change report. This material change report shall not constitute an offer to sell or the solicitation of an offer to buy securities. and information. Please refer to the Company's most recent filings under its profile at on Sedar+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on Edgar at [www.sec.gov](http://www.sec.gov) for further information respecting the risks affecting the Company and its business.*

*All dollar figures included herein are presented in Canadian dollars, unless otherwise noted.*