

Form 51-102F3
MATERIAL CHANGE REPORT

- Item 1. Name and Address of Reporting Issuer
- Cat Strategic Metals Corp. (the “Company”)
Suite 1015 - 789 West Pender Street
Vancouver, BC V6C 1H2
- Item 2. Date of Material Change
- March 15, 2021
- Item 3. News Release
- A news release was disseminated on March 17, 2021 through Accesswire and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes
- On March 15, 2021, the Company closed the previously announced three-cornered amalgamation and acquired all of the issued and outstanding common shares of Grand Mines Ltd. in consideration of the issuance of 27,500,000 common shares of the Company issued at a deemed value of \$0.07 per share and payment of CAD \$50,000.
- Item 5. Full Description of Material Change
- Please see attached news release dated March 17, 2021.
- 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
- For further information, please contact:
Robert Rosner
Chairman, President and CEO
Telephone: 604-674-3145
- Item 9. Date of Report
- March 18, 2021



NEWS RELEASE

CSE: CAT

FRA:8CH

1015 –789 West Pender Street, Vancouver, BC V6C 1H2

CAT STRATEGIC CLOSES AMALGAMATION AGREEMENT AND ACQUIRES DISTRICT-SCALE URANIUM ASSET IN CANADA’S WESTERN ATHABASCA BASIN, 50+KM CLAIM BORDER WITH NEIGHBOURING AZINCOURT ENERGY

Vancouver, BC March 17, 2021 CAT Strategic Metals Corporation (CSE: CAT) (“**CAT**” or the “**Company**”) is pleased to announce that it has closed the binding letter agreement with arm’s-length parties to acquire a privately-held corporation that owns a 100% undivided interest in the South Preston Uranium Property located in Saskatchewan, Canada.

The South Preston Uranium Property

The South Preston Uranium Property is located in the southwest area of Canada’s Athabasca Basin, which is known to host some of the world’s highest-grade uranium deposits. Recent discoveries in the region include the Arrow uranium deposit discovered by NexGen Energy Ltd. and the Triple R (PLS) uranium deposit being advanced by Fission Uranium Corp.

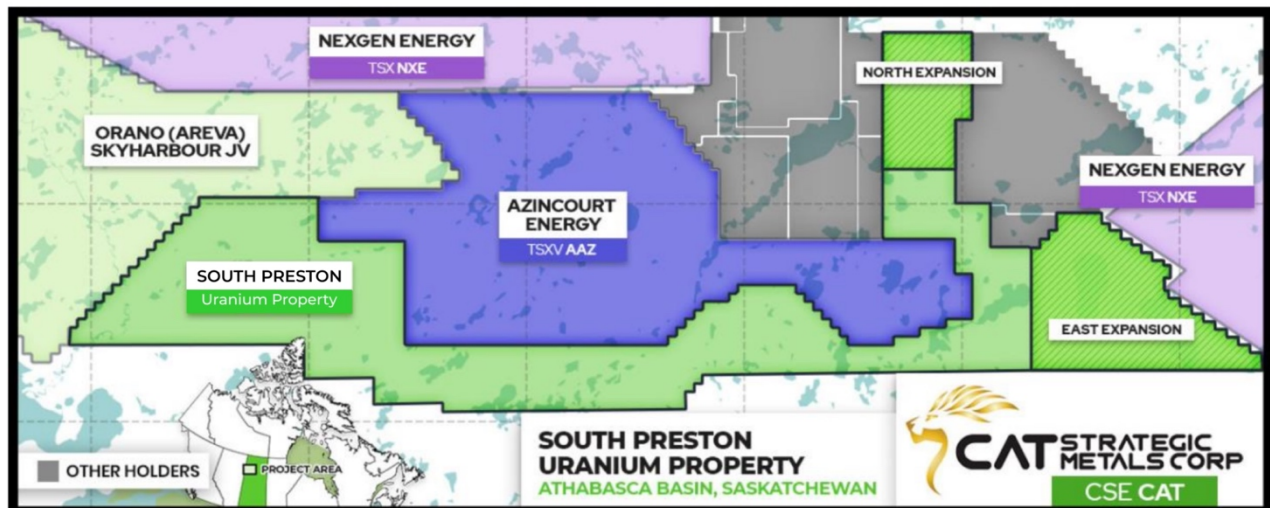


Figure 1: Map of the South Preston Uranium Property

The South Preston Uranium Property is district-scale uranium exploration project encompassing approx. 20,679 ha (~51,077 acres) across numerous mineral dispositions. Together with the addition of the recently acquired East Expansion and North Expansion claims, the total project size has increased to 29,395 ha (70,136 acres). Among other attributes, the property is viewed as prospectively hosting the extension of a priority uranium exploration corridor extending from NexGen Energy Ltd.'s Rook-1 Project through Azincourt Energy Corp.'s adjacent East Preston Uranium Project and onto CAT's new South Preston Uranium Property.

As shown in Figure 1 (see above), the South Preston Uranium Project shares more than 50km of contiguous claim border with Azincourt Energy Corp. and more than 18.5km of continuous project boundary with Orano, a leading global uranium producer.

The Company's exploration strategy at its South Preston Uranium Property is currently focused on rapidly defining priority drill targets for testing later this year.

Key Transaction Details

The Company entered into a definitive agreement with Grand Mines Ltd ("**Grand Mines**") on March 15, 2021, and acquired 100% of the issued and outstanding shares of Grand Mines by way of three-cornered amalgamation (the "**Grand Mines Agreement**"), in consideration of the issuance of 27,500,000 common shares ("**Shares**") of the Company issued at a deemed value of \$0.07 per Share and the payment of CAD \$50,000. CAT has also assumed responsibility for a pre-existing 2% royalty on the South Preston Uranium Project.

No finder's fees were paid on the transaction. The Company relied on the business combination exemption under Section 2.11 of National Instrument 45-106 – Prospectus Exemptions to issue the Shares. In this regard, the Shares are not subject to a four month and one day hold period.

About CAT Strategic Metals Corporation:

CAT Strategic Metals Corporation is a Canadian based mineral exploration company focused on the acquisition and de-risking of overlooked projects situated in well-established World Class geological districts in North America. The Company is specially focused on minerals which are considered highly strategic from a monetary as well as global infrastructure and energy point of view. CAT's shares trade on the Canadian Securities Exchange (CSE) under the trading symbol "CAT", and on the Frankfurt Stock Exchange under the symbol "8CH".

ON BEHALF OF THE BOARD

Robert Rosner
Chairman, President & CEO

Further information regarding the Company can be found on SEDAR at www.SEDAR.com, by visiting the Company's website www.catstrategic.com or by contacting the Company directly at (604) 674-3145.

This news release may contain forward-looking statements. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. Particular risks applicable to this press release include risks associated with planned production, including the ability of the company to achieve its targeted exploration outline due to regulatory, technical or economic factors. In addition, there are risks associated with estimates of resources, and there is no guarantee that a resource will be found or have demonstrated economic viability as necessary to be classified as a reserve. There is no guarantee that additional exploration work will result in significant increases to resource estimates.

Neither Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

We seek safe harbour.