

**BC FORM 51-102F3**  
*Material Change Report*

**Item 1. Name and Address of Company**

State the full name and address of your company and the address of its principal office in Canada.

***INTERNATIONAL BATTERY METALS LTD.***  
*510 – 744 W. Hastings Street*  
*Vancouver, BC, V6C 1A5*  
*Phone: (778) 939-4228*

**Item 2. Date of Material Change**

State the date of the material change.

*May 10, 2018*

**Item 3. News Release**

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

*May 10, 2018*

*The news release relating to this material change was distributed and filed by Newsfile Corp. and Canada Stockwatch. The news release was also filed with the British Columbia, Alberta, Nova Scotia and Ontario Securities Commissions on SEDAR.*

**Item 4. Summary of Material Change**

Provide a brief but accurate summary of the nature and substance of the material change.

*The Company announced it closed its previously announce brokered private placement by issuing 6,200,000 units, for aggregate gross proceeds of \$2,170,000. Mackie Research Capital Corporation (“Mackie”) acted as agent for the financing pursuant to the agency agreement dated May 10, 2018 between IBAT and Mackie.*

**Item 5. Full Description of Material Change**

Supplement the summary required under Item 4 with the disclosure that should be sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required.

Other additional disclosure may be appropriate depending on the particular situation.

*For a full description of the material change, see Schedule “A”.*

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

If this report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for that reliance.

*Not applicable.*

Instruction:

Refer to subsections 7.1(5) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) of National Instrument 51-102.

**Item 7. Omitted Information**

State whether any information has been omitted on the basis that it is confidential information.

In a separate letter to the applicable regulator or securities regulatory authority marked “Confidential” provide the reasons for your company’s omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulatory or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

*Not applicable.*

Instruction:

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 85 of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

**Item 8. Executive Officer**

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or an officer through whom the executive officer may be contacted.

*John Burba  
President & CEO  
(778) 939-4228*

**Item 9. Date of Report**

*May 31, 2018*



i n t e r n a t i o n a l  
**battery metals**

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**CSE: IBAT**

**Not for dissemination in the United States or to United States newswire services**

**INTERNATIONAL BATTERY METALS CLOSES BROKERED FINANCING FOR  
GROSS PROCEEDS OF \$2,170,000**

**Vancouver, May 10, 2018 - International Battery Metals Ltd. (“IBAT” or the “Company”)** (CSE: **IBAT**) is pleased to announce that it has closed its previously announce brokered private placement by issuing 6,200,000 units, for aggregate gross proceeds of \$2,170,000. Mackie Research Capital Corporation (“**Mackie**”) acted as agent for the financing pursuant to the agency agreement dated May 10, 2018 between IBAT and Mackie.

Each unit consists of one (1) common share of the Company and one half of one (1/2) transferable share purchase warrant. Each full warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.70 per common share for a period of two (2) years, subject to an acceleration provision, as described in the IBAT’s news release dated March 9, 2018.

As consideration for the services provided to the Company, Mackie received a cash fee and commission, 100,000 common shares, 620,000 compensation options and will be issued 300,000 special unit warrants of the Company. Each compensation option is exercisable until May 10, 2020 at a price of \$0.35 each to purchase one common share and one common share purchase warrant. Each common share purchase warrant is exercisable to acquire an additional common share until May 10, 2020 at an exercise price of \$0.35 per share. Each special unit warrant will be exercisable at \$0.35 for a period of 24 months from the date of issuance into one common share and one share purchase warrant. Each share purchase warrant will be exercisable to acquire an additional common share for 24 months from the date of issuance of the special unit at a price of \$0.35 per share.

The compensation options and the share purchase warrants underlying the compensation options are subject to same acceleration provision as the units issued under the financing.

The net proceeds from the brokered private placement will be used for working capital purposes. All securities issued in connection with the private placement are subject to statutory hold periods ending on September 11, 2018 in accordance with applicable securities laws.

ON BEHALF OF THE BOARD

*“Dr. John Burba”*

Dr. John Burba, President, CEO and Director  
Tel: (778) 939-4228

#### Forward-looking statements

This news release of International Battery Metals Ltd., Vancouver, British Columbia, Canada (the “company”) includes “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based upon the current beliefs and expectations of the company’s management and are subject to significant risks and uncertainties. If underlying assumptions prove inaccurate or risks or uncertainties materialize, actual results may differ materially from those set forth in the forward-looking statements.

Risks and uncertainties include but are not limited to, general industry conditions and competition; general economic factors, including interest rate and currency exchange rate fluctuations; the impact of regulation and legislation in the United States and internationally; global trends toward cost containment; technological advances, new products and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approval; the company’s ability to accurately predict future market conditions; manufacturing difficulties or delays; financial instability of international economies and sovereign risk; dependence on the effectiveness of the company’s patents and other protections for innovative products; and the exposure to litigation, including patent litigation, and/or regulatory actions.

The company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise except as required by law. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in the company’s Annual Report and the company’s other filings with the Canadian Securities Exchange (CSE) available at the CSE’s Internet site ([www.thecse.com](http://www.thecse.com)).

*CSE DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.*