

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

ITEM 1. NAME AND ADDRESS OF COMPANY

Go Metals Corp. (the “Issuer”)
810 – 789 West Pender Street
Vancouver, BC V6Z 2R9

ITEM 2. DATE OF MATERIAL CHANGE

August 19, 2021

ITEM 3. NEWS RELEASE

The new release was disseminated through the facilities of Stockwatch, filed on SEDAR and posted to the CSE Disclosure Hall.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On August 19, 2021, the Issuer closed a non brokered private placement of unsecured convertible promissory notes (the “P.Notes”) with a aggregate value of \$150,000 (the “Private Placement”) and it entered into a debt settlement agreement (“Settlement Agreement”) to settle outstanding fees owed to a consultant of the Issuer for fees totaling \$21,000. Pursuant to the settlement agreement, the Issuer issued an aggregate of 84,000 common shares to the consultant at a deemed price of \$0.25 per common share.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

The Issuer announce that it has closed a non brokered private placement of P. Notes with a aggregate value of \$150,000.

The P. Notes are unsecured and bear interest at a rate of 8% per annum with a maturity date of August 19, 2023. Each holder shall have the right at its option to convert all or a portion of the principal amount of the P. Notes and the accrued and unpaid interest on the principal amount outstanding under the P. Notes into units (“Units”) at a conversion price of \$0.25 per Unit. Each Unit is comprised of one common share (each a “Share”) and one common share purchase warrant (each a “Warrant”). Each Warrant will entitle the holder thereof to acquire one additional Share at a price of \$0.30 for a period of two years from the date the Warrant is issued. The Company shall have the right, at its option, and upon giving 10 days notice to the P. Note holder, to repay all or any amount outstanding under the P. Note without bonus or penalty. In the event of a change of control (as defined in the loan agreements), each holder of the P. Notes may elect for the full or a portion of the principal amount and any accrued and unpaid interest on the principal amount outstanding under the P. Note be repaid in cash within 30 days from the change of control.

The Company also announces that is has entered into a Settlement Agreement to settle outstanding fees owed to a consultant of the Company for fees totaling \$21,000. Pursuant to the Settlement Agreement, the Company has issued an aggregate of 84,000 Shares to the consultant at a deemed price of \$0.25 per Share.

Two insiders (“Insiders”) of the Company participated in the Private Placement and have purchased P. Notes with an aggregate value of \$100,000. The Private Placement is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 (“MI 61-101”) by virtue of the exemptions contained in sections 5.5(a) and 5.7(1)(a)

of MI 61-101 in that the fair market value of the consideration for the securities of the Company to be issued to the Insiders does not exceed 25% of its market capitalization.

All securities issued in connection with the Private Placement and the Settlement Agreement will be subject to a four-month hold period under securities laws. No finders fees were paid on the Private Placement.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Scott Sheldon, President
Telephone: (604) 725.1857

ITEM 9. DATE OF REPORT

August 23, 2021