

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

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

APPIA ENERGY CORP. (the “Company” or “Appia”)  
500-2 Toronto St.  
Toronto, ON M5C 2B6

**Item 2. Date of Material Change**

The material change took place on September 3, 2020.

**Item 3. News Release**

The News Release as filed on SEDAR was disseminated on September 3, 2020 through Newsfile Corp.

**Item 4. Summary of Material Change**

Appia announced the offering of a non-brokered private placement of up to 4,000,000 flow-through units (the “**FT Units**”) at \$0.25 or up to 4,000,000 working capital units (the “**WC Units**”) at \$0.20 or a combination thereof to a maximum of 4,000,000 units (the “**Offering**”).

Three (3) insiders of the Company will subscribe for a total of 670,000 FT Units for \$167,500 of the Offering and 200,000 WC Units for \$40,000 of the Offering. The insider private placements are exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 (“**MI 61-101**”) by virtue of the exemptions contain in section 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 issue to the insiders does not exceed 25% of its market capitalization.

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

Each FT Unit is priced at \$0.25 and consists of one (1) common share and one-half (0.5) of a share purchase warrant. Each full warrant (“**Warrant**”) entitles the holder to purchase one (1) common share (a “**Warrant Share**”) at a price of \$0.35 per Warrant Share until eighteen (18) months from closing.

Each WC Unit is priced at \$0.20 and consists of one (1) common share and one-half (0.5) of a share purchase warrant. Each full warrant (“**Warrant**”) entitles the holder to purchase one (1) common share (a “**Warrant Share**”) at a price of \$0.30 per Warrant Share until eighteen (18) months from closing.

Proceeds from the Offering are expected to be used for exploration of the Company’s uranium and rare earth element properties in Saskatchewan and for working capital.

All securities to be issued under the Offering will be subject to a statutory four month hold period.

The Company anticipates closing on the arm's length portion of the Offering of 2,680,000 FT Units for \$670,000 and 450,000 WC Units for \$90,000 next week.

The insider private placements were approved by the disinterested directors of the Company.

The following table indicates the FT Units and WC Units to be purchased by the Insiders, the post-closing direct and indirect holdings in the Company held and the percentage the holding represents in the post-closing outstanding shares:

Name	# of Listed Shares Purchased	Post-closing Direct & Indirect Holdings in the Issuer	% of Post-Closing Outstanding Shares <sup>(1)</sup>	% of Post-Closing Partially diluted Shares <sup>(2)</sup>
Frank van de Water, Director, CFO and Secretary	100,000 FT Units	383,000 common shares 75,000 warrants 500,000 options	0.49%	1.22%
Thomas Skimming, Director	200,000 WC Units	420,000 common shares 140,000 warrants 600,000 options	0.54%	1.48%
Anastasios (Tom) Drivas, President, CEO and Director	570,000 FT Units	33,218,750 common shares 519,375 warrants <sup>(3)</sup>	42.66%	43.04%

(1) Based on issued and outstanding capital of 77,863,260 common shares after giving effect to the Offering.

(2) Calculated based on issued and outstanding capital after giving effect to the Offering and the exercise of stock options and warrants by each insider and based on partially-diluted outstanding capital for the insider including common shares and warrants to be issued on this transaction to the insider and assuming the exercise of all options and warrants held by the insider.

(3) Held as to 508,500 common shares directly, 726,250 common shares through 2019284 Ontario Inc. and 31,984,000 common shares through Canada Enerco Corp. and 158,250 warrants directly and 363,125 warrants through 2019284 Ontario Inc.

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

Confidentiality is not requested.

**Item 7. Omitted Information**

No information has been omitted in respect of the material change.

**Item 8. Executive Officer**

Tom Drivas, President & CEO  
(416) 546-2707  
email: appia@appiaenergy.ca

**Item 9. Date of Report**

September 4, 2020