

**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 May 19, 2021.

Item 3. News Release

The News Release as filed on SEDAR was disseminated on May 19, 2021 through Newsfile Corp.

Item 4. Summary of Material Change

Appia announced the closing of a \$5.75 million bought deal private placement with the sale of 3,258,000 flow-through units (the “**FT Units**”) at \$0.70 per FT Unit and 5,782,333 Units (the “**Units**”) at \$0.60 per Unit (the “**Offering**”). The Offering was led by Research Capital Corporation (the “**Underwriter**”) as sole underwriter and sole bookrunner.

Item 5. Full Description of Material Change

Each FT Unit is priced at \$0.70 and consists of one (1) common share and one (1) share purchase warrant. Each warrant (“**Warrant**”) entitles the holder to purchase one (1) common share (a “**Warrant Share**”) at a price of \$0.75 per Warrant Share until May 19, 2023.

Each Unit is priced at \$0.60 (the “**Unit Issue Price**”) and consists of one (1) common share and one (1) share purchase warrant. Each warrant (“**Warrant**”) entitles the holder to purchase one (1) common share (a “**Warrant Share**”) at a price of \$0.75 per Warrant Share until May 19, 2023.

Proceeds from the sale of Units will be used for working capital requirements and other general corporate purposes. The gross proceeds from the sale of FT Units will be used for exploration expenses on the Company’s mining projects as permitted under the *Income Tax Act* (Canada) to qualify as Canadian Exploration Expenses.

The Underwriter was paid a cash commission of \$402,499.99 and 632,823 compensation options (the “**Compensation Options**”) were issued. Each Compensation Option entitles the holder thereof to subscribe for one Unit at the Unit Issue Price until May 19, 2023.

All securities issued under the Offering are subject to a statutory hold period expiring on September 20, 2021.

The Underwriter and the Company signed an Underwriting Agreement dated May 19, 2021 (the “**Underwriting Agreement**”) with respect to the sale of the FT Units and Units. The Underwriting Agreement has been filed on the Company’s SEDAR issuer profile at www.sedar.com. The Warrants issued pursuant to the Offering will be subject to the terms of a Warrant Indenture dated May 19, 2021 (the “**Warrant Indenture**”) between the Company and TSX Trust Company as Warrant Agent. The Warrant Indenture has been filed on the Company’s SEDAR issuer profile at www.sedar.com.

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, CEO
(416) 546-2707
email: appia@appiaenergy.ca

Item 9. Date of Report

May 27, 2021

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