

**Form 51-102F3**  
***Material Change Report***

**Item 1      Name and Address of Company**

Valorem Resources Inc. (the “Company”)  
Suite 810 – 789 West Pender Street, Vancouver, BC V6C 1H2

**Item 2      Date of Material Change**

January 8, 2021

**Item 3      News Release**

The news release was disseminated by Canada Stockwatch, filed on SEDAR and posted to the Issuer’s disclosure hall with the CSE on January 8, 2021.

**Item 4      Summary of Material Change**

The Company that Mr. Gregory Thomas has resigned as a Director and Chief Executive Officer of the Company, effective immediately. During the transition period, Mr. Tony Louie will act as the Company’s Interim CEO, while the Company searches for a replacement.

**Item 5      Full Description of Material Change**

**Item 5.1    Full Description of Material Change**

Please see the attached news release dated January 8, 2021.

**Item 5.2    Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7      Omitted Information**

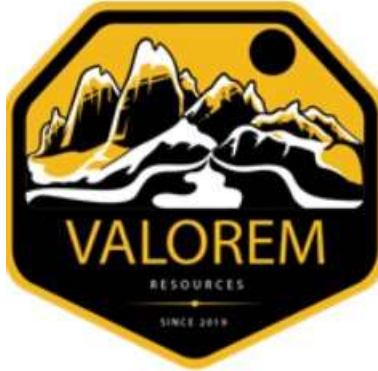
Not applicable.

**Item 8      Executive Officer**

Tony Louie, Interim CEO and Director  
Telephone: 604-319-8712

**Item 9      Date of Report**

January 8, 2021



## Valorem Announces Resignation of Director and CEO

Vancouver, British Columbia - (January 8, 2021) - VALOREM RESOURCES INC. (the “Company”) (CSE: VALU) (Frankfurt: 1XW1) announces that Mr. Gregory Thomas has resigned as a Director and Chief Executive Officer of the Company, effective immediately. During the transition period, Mr. Tony Louie will act as the Company’s Interim CEO, while the Company searches for a replacement.

The Company wishes to thank Mr. Thomas for all of his services.

About Valorem Resources Inc.

Valorem explores and develops precious metal properties in the Americas.

For further details and maps, please see:  
<https://valoremresources.com/>

ON BEHALF OF THE BOARD - Valorem Resources Inc.

Tony Louie, Interim CEO and Director  
Email: [tlouie@valoremresources.com](mailto:tlouie@valoremresources.com)  
Phone: 604-319-8712

This news release includes certain statements that may be deemed “forward-looking statements”. All statements in this release, other than statements of historical facts, including the likelihood of commercial mining and possible future financings are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include unsuccessful exploration results, changes in metals prices, changes in the availability of funding for mineral exploration, unanticipated changes in key management personnel and general economic conditions. Mining is an inherently risky business. Accordingly, the actual events may differ materially from those projected in the forward-looking statements. For more information on the Company and the risks and challenges of its business, investors should review the Company’s annual filings which are available at [www.sedar.com](http://www.sedar.com)