

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

September 2, 2022

Item 3 News Release

The news release dated September 2, 2022 was disseminated via Stockwatch and Market News on September 2, 2022.

Item 4 Summary of Material Change

The Company announced that, further to its news release dated August 30, 2022, it has closed a first tranche of its private placement financing consisting of up to 15,625,000 units (each, a “**Unit**”) at a price of \$0.16 per Unit for gross proceeds of up to \$2,500,000 (the “**Offering**”), pursuant to which it sold an aggregate of 2,887,500 Unit at a price of \$0.16 per Unit for gross proceeds of \$462,000 (the “**First Tranche**”). The Company intends on completing a second tranche of the Offering within the next thirty (30) days.

Each Unit consists of one common share of the Company (each, a “**Share**”) and one non-transferable share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Share (each, a “**Warrant Share**”) in the capital of the Company of the Company at a price of \$0.21 per Warrant Share for a period of two years from closing of the First Tranche.

The Company paid \$2,500 cash finder’s fee to one eligible finder in connection with the closing of the First Tranche in accordance with applicable securities laws.

Proceeds from the Offering will be used for general working capital and to clean up the balance sheet of the Company.

The securities issued under the First Tranche, and the shares that may be issuable on exercise of the Warrants, are subject to a statutory hold period expiring on January 3, 2023.

None of the securities issued in the Offering have been, and none of them will be registered under the United States *Securities Act of 1933*, as amended (the “**U.S. Securities Act**”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Upon closing of the Offering, 10185493 Canada Corp. (“**10185493 Canada**”) was issued 625,000 Units and 1333794 B.C. Ltd. (“**1333794 BC**”) was issued 937,500 Units and became insiders of the Company. Accordingly, 10185493 Canada’s and 1333794 BC’s subscription constituted a

“related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The issuance to the insiders is exempt from the valuation requirement of MI 61-101 by the virtue of the exemption contained in section 5.5(b) as the Company’s shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in Section 5.7(1)(a) as the value of the Units did not exceed 25% of the Company’s market capitalization.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A full description of the material change is described above in Item 4 and in the News Release dated July 20, 2022 filed on SEDAR at www.sedar.com.

Disclosure Required by MI 61-101

Pursuant to MI 61-101, the Offering constitutes a “related party transaction” as related parties of the Company participated in the Offering.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

See Item 4 above for a description of the Offering.

(b) the purpose and business reasons for the transaction:

The aggregate gross proceeds from the sale of the Offering will be used for general working capital and to clean up the balance sheet of the Company.

(c) the anticipated effect of the transaction on the issuer’s business and affairs:

The Company does not anticipate any material effect on the Company’s business and affairs.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

The Company entered into a subscription agreement with 10185493 Canada, whereby it agreed to purchase 625,000 Units of the Company at a price of \$0.16 per Unit for proceeds of \$100,000.

The Company entered into a subscription agreement with 1333794 BC, whereby it agreed to purchase 937,500 Units of the Company at a price of \$0.16 per Unit for proceeds of \$150,000.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

The following table sets out the effect of the Offering on the percentage of securities of the Company beneficially owned or controlled by 10185493 Canada and 1333794 BC:

Name and Position	Dollar Amount of Securities Purchased	Number of Securities Purchased	No. of Shares Held prior to Closing of the Offering	Percentage of Issued and Outstanding Shares prior to Closing of the Offering	No. of Shares Held After Closing of the Offering	Percentage of Issued and Outstanding Shares After Closing of the Offering
10185493 Canada 10% shareholder	\$100,000	625,000 Units	Undiluted Nil Diluted: Nil	Undiluted: 0% ⁽¹⁾ Diluted: 0	Undiluted: 625,000 Diluted: 625,000	Undiluted: 10.98% ⁽²⁾ Diluted: 10.98% ⁽²⁾
1333794 BC 10% shareholder	\$150,000	937,500 Units	Undiluted Nil Diluted: Nil	Undiluted: 0% ⁽¹⁾ Diluted: 0	Undiluted: 937,500 Diluted: 937,500	Undiluted: 16.48% ⁽²⁾ Diluted: 16.48% ⁽²⁾

(1) Based on 2,800,479 Shares outstanding prior to the completion of the Offering.

(2) Based on 5,687,979 Shares outstanding following the completion of the Offering.

(d) *unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:*

Resolutions of the board of directors were passed on September 2, 2022. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

(e) *a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:*

Not applicable.

(g) *disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

(i) *that has been made in the 24 months before the date of the material change report:*

Not applicable.

(ii) *the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

(h) *the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

The Company entered into a subscription agreement with 10185493 Canada, whereby it agreed to purchase 625,000 Units of the Company at a price of \$0.16 per Unit for proceeds of \$100,000.

The Company entered into a subscription agreement with 1333794 BC, whereby it agreed to purchase 937,500 Units of the Company at a price of \$0.16 per Unit for proceeds of \$150,000.

- (i) *disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:*

The Offering was exempt from the valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in Sections 5.5(b) as the Company's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(l)(a) of MI 61-101 in that the fair market value of the consideration of the Shares issued to each related party did not exceed 25% of the Company's market capitalization.

As this material change report is being filed less than 21 days before the closing of the Offering, there is a requirement under MI 61-101 to explain why the shorter period is reasonable or necessary in the circumstances. In the view of the Company, such shorter period is reasonable and necessary in the circumstances because the Company wishes to complete the Financing in a timely manner.

5.2 *Disclosure for Restructuring Transactions*

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Tony Louie, Interim Chief Executive Officer, 888-795-6268

Item 9 Date of Report

September 12, 2022