

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 22, 2022

Item 3 News Release

The news release dated September 22, 2022 was disseminated via Stockwatch and Market News on September 22, 2022.

Item 4 Summary of Material Change

The Company announced that, further to its news releases dated August 30, 2022 and September 2, 2022, it has closed a second 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 6,937,500 Units at a price of \$0.16 per Unit for gross proceeds of \$1,110,000 (the “Second Tranche”). To date, the Company has received an aggregate of \$1,572,000 from the first and second tranches. The Company intends on completing a third tranche of the Offering within the next ten (10) days.

Each Unit consists of one common share of the Company (each, a “Share”) and one 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 Second Tranche.

The Company paid \$2,500 cash finder’s fee to one eligible finder in connection with the closing of the Second 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 Second Tranche, and the shares that may be issuable on exercise of the Warrants, are subject to a statutory hold period expiring on January 23, 2023.

None of the securities issued in the Second Tranche 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.

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 September 22, 2022 filed on SEDAR at www.sedar.com.

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 23, 2022