

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Musk Metals Corp. (formerly Gold Plus Mining Inc.) (the "Company")
2905 - 700 W Georgia Street
Vancouver, BC, V7Y 1C6

Item 2 Date of Material Change

December 3 and December 13, 2021

Item 3 News Release

The December 3rd news release was disseminated through Market News and Stockwatch. The December 13th news release was disseminated through Accesswire.

Item 4 Summary of Material Change

On December 3, 2021, the Company announced that it was conducting two concurrent, flow-through non-brokered private placements. One private placement would consist of the issuance of up to 3,409,091 units at a price of \$0.11 per unit for gross proceeds of up to \$375,000. Another private placement would consist of the issuance of up to 3,000,000 units at a price of \$0.10 per unit for gross proceeds of up to \$300,000.

On December 13, 2021, the Company announced it had closed two concurrent flow-through private placements for aggregate proceeds of \$674,980.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached News Releases

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

Nader Vatanchi, CEO and Director, (604) 717-6605

Item 9 Date of Report

December 13, 2021



FOR IMMEDIATE RELEASE

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

MUSK METALS ANNOUNCES TWO CONCURRENT FLOW-THROUGH OFFERINGS

DECEMBER 3rd, 2021, VANCOUVER, BC – MUSK METALS CORP. (“MUSK METALS” OR THE “COMPANY”) (CSE: MUSK) (OTC: EMSKF) (FSE: 1I30) is pleased to announce two concurrent, flow-through non-brokered private placements. One private placement will consist of the issuance of up to 3,409,091 units at a price of \$0.11 per unit for gross proceeds of up to \$375,000 (the “Quebec FT Offering”). Each unit of the Quebec FT Offering will consist of one common share of the Company to be issued as a flow-through share (as defined in Subsection 66(15) of the Income Tax Act (Canada) and Subsection 359.1 of the Taxation Act (Quebec)), and one-half of one non-flow-through share purchase warrant, with each warrant entitling the holder to purchase one additional share (each, a “**Warrant Share**”) (on a non-flow-through basis) at a price of \$0.13 per warrant share for a period of two years following the closing of the offering.

Another private placement will consist of the issuance of up to 3,000,000 units at a price of \$0.10 per unit for gross proceeds of up to \$300,000 (the “National FT Offering”). Each unit of the National FT Offering will consist of one common share of the Company to be issued as a flow-through share (as defined in Subsection 66(15) of the Income Tax Act (Canada)), and one-half of one non-flow-through share purchase warrant, with each warrant entitling the holder to purchase a Warrant Share (on a non-flow-through basis) at a price of \$0.13 per warrant share for a period of two years following the closing of the offering.

All securities issued in connection with both Offerings will be subject to a statutory hold period expiring four months and one day after closing of the Offering.

The aggregate gross proceeds from the sale of the Quebec FT Offering will be used for or exploration expenditures in connection with the Company's mineral projects located in the province of Quebec, Canada. The aggregate gross proceeds from the sale of the National FT Offering will be used for or exploration expenditures in connection with the Company's various mineral projects located in Canada.

In connection with both Offerings, the Company may pay finders' fees in cash or securities or a combination of both, as permitted by the policies of the Canadian Securities Exchange.

None of the securities sold in connection with the Offerings will be registered under the United States *Securities Act* of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Make sure to follow the Company on [Twitter](#), [Instagram](#) and [Facebook](#) as well as subscribe for Company updates at <http://www.muskmetals.ca/>

About Musk Metals Corp.

Musk Metals is a publicly traded exploration company focused on the development of highly prospective, discovery-stage mineral properties located in some of Canada's top mining jurisdictions. The growing portfolio of mineral properties exhibit favorable geological characteristics in underexplored areas within the prolific "Electric Avenue" pegmatite field of northwestern Ontario, the "Abitibi Lithium Camp" of southwestern Quebec, the "Golden Triangle" district of British Columbia, the Mineral Rich "Red Lake" mining camp of Northwestern Ontario and the "Chapais-Chibougamau" mining camp, the second largest mining camp in Quebec, Canada.

ON BEHALF OF THE BOARD

Nader Oatanchi

CEO & Director

For more information on Musk Metals, please contact:

Phone: 604-717-6605

Corporate e-mail: info@muskmetals.ca

Website: www.muskmetals.ca

Corporate Address: 2905 – 700 West Georgia Street, Vancouver, BC, V7Y 1C6

FORWARD-LOOKING STATEMENTS

This news release contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or

anticipates will or may occur in the future are forward-looking statements. Forward-looking statements in this news release include, but are not limited to, statements regarding the intended use of proceeds of the Offering and other matters regarding the business plans of the Company. The forward-looking statements reflect management's current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking statements including: that the Company may use the proceeds of the Offering for purposes other than those disclosed in this news release; adverse market conditions; and other factors beyond the control of the Company. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty. Factors that could cause actual results or events to differ materially from current expectations include general market conditions and other factors beyond the control of the Company. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law.

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.



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MUSK METALS CLOSES TWO CONCURRENT FLOW-THROUGH PRIVATE PLACEMENTS

December 13, 2021, VANCOUVER, BC – MUSK METALS CORP. (“MUSK METALS” OR THE “COMPANY”) (CSE: MUSK) (OTC: EMSKF) (FSE: 1I30) is pleased to announce it has closed two concurrent flow-through private placements (Dec. 3, 2021) for aggregate proceeds of \$674,980.

The Company closed one private placement of 3,408,909 units at a price of \$0.11 per unit for gross aggregate proceeds of \$374,980 (the “Quebec FT Offering”). Each unit of the Quebec FT Offering is comprised of one common share of the Company to be issued as a flow-through share (as defined in Subsection 66(15) of the Income Tax Act (Canada)) and Subsection 359.1 of the Taxation Act (Quebec)), and one-half of one non-flow-through share purchase warrant, with each warrant entitling the holder to purchase one additional share (each, a “Warrant Share”) (on a non-flow-through basis) at a price of \$0.13 per warrant share for a period of two years following the closing of the Quebec FT Offering.

The Company also closed a private placement of 3,000,000 units at a price of \$0.10 per unit for gross proceeds of \$300,000 (the “National FT Offering”). Each unit of the National FT Offering consists of one common share of the Company to be issued as a flow-through share (as defined in Subsection 66(15) of the Income Tax Act (Canada)), and one-half of one non-flow-through share purchase warrant, with each warrant entitling the holder to purchase one additional Warrant Share (on a non-flow-through basis) at a price of \$0.13 per warrant share for a period of two years following the closing of the National FT Offering.

The Company paid an aggregate of \$63,498, issued 304,530 Quebec Broker Warrants, and issued 300,000 National Broker Warrants in connection with the closing of both offerings. Each Quebec Broker Warrant entitles the holder to purchase one additional Share (on a non-flow-through basis) at a price of \$0.11 per Quebec Broker Warrant Share for a period of two years following the closing of the Quebec FT Offering. Each National Broker Warrant entitles the holder to purchase one additional Share (on a non-flow-through basis) at a price of \$0.10 per National Broker Warrant Share for a period of two years following the closing of the National FT Offering.

All securities issued in connection with the Offering are subject to a statutory hold period expiring four months and one day after closing of the Offering.

The aggregate gross proceeds from the sale of the Quebec Offering are expected to be used for exploration expenditures in connection with the Company’s mineral projects located in the Province of Quebec, Canada. The aggregate gross proceeds from the sale of the National Offering are expected to be used for exploration expenditures in connection with the Company’s mineral projects located throughout Canada.

None of the securities sold in connection with the Offering will be registered under the United States *Securities Act* of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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ON BEHALF OF THE BOARD

Emily Sewell
CFO & Director

For more information on Musk Metals, please contact:

Phone: 604-717-6605

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This news release contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements in this news release include statements regarding: the anticipated number of work programs to be initiated by the Company, their expected duration and temporal proximity, the evaluation of additional near-term acquisitions by the Company, the Offering and its terms, including the intended use of proceeds thereof; and other matters regarding the business or plans of the Company. The forward-looking statements reflect management’s current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking statements including: that the Company may not initiate or complete the exploration programs on the Pluto properties, that the Company may not identify or be able close any potential acquisition, that the Offering may not close at all or on the terms announced; that the Company may use the proceeds of the Offering for purposes other than those disclosed in this news release; adverse market conditions; and other factors beyond the control of the Company. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put

on such statements due to their inherent uncertainty. Factors that could cause actual results or events to differ materially from current expectations include general market conditions and other factors beyond the control of the Company. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law.

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.