

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Q Battery Metals Corp.
Suite 500 - 666 Burrard Street
Vancouver, BC V6C 3P6

Item 2. Date of Material Change

August 10, 2023

Item 3. News Release

The news release was disseminated by newswire on August 10, 2023.

Item 4. Summary of Material Change

Q Battery Metals Corp. (the "Company") closed a share purchase agreement dated July 20, 2023, among the Company, 1412814 BC Ltd. (the "Target") and the shareholders of the Target whereby the Company will acquire 100% of the issued and outstanding common shares of the Target (the "Share Purchase Agreement").

Item 5. Full Description of Material Change

On August 10, 2023, the Company closed the Share Purchase Agreement. As a result, the Company acquired 100% of the issued and outstanding common shares of the Target and issued a total of 5,800,000 common shares of the Company to the shareholders of the Target at a deemed price of \$0.05 per common share representing an aggregate value of the securities of \$290,000. In addition, the Company made a cash payment of \$10,000.

The securities issued under this transaction are subject to resale restrictions for a period ending four months and one day from the date of issuance.

The transaction is subject to the approval of the Canadian Securities Exchange.

A relative of the Chief Financial Officer of the Company ("Interested Party") acquired direction or control over a total of 3,000,000 Shares as part of the transaction. The issuance may constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Notwithstanding the foregoing, the Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 under sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the Shares being issued to the Interested Party will not exceed 25% of the Company's market capitalization.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Richard Penn
Chief Executive Officer
(647) 838-8577

Item 9. **Date of Report**
August 11, 2023