

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

United Battery Metals Corp. (the “Company”)
1080 - 789 West Pender Street
Vancouver, BC, V6C 1H2

Item 2 Date of Material Change

October 31, 2018

Item 3 News Release

The news release was disseminated through the news dissemination services of ACCESSWIRE on October 31, 2018.

Item 4 Summary of Material Change

The Company announced that it expected to issue, by way of a non-brokered private placement, up to 435,000 units (each, an “Offered Unit”) at a price of \$1.15 per Offered Unit for total gross proceeds of up to \$500,000 (the “Offering”). Each Offered Unit shall consist of one common share of the Company and one-half of one common share purchase warrant, whereby each whole warrant shall entitle the holder thereof to acquire one additional common share of the company for a total period of 24 months at a price of \$1.25 per warrant share. The Offered Units will be subject to a statutory hold period of four months following the date of issuance.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule “A” for a full description of the material change.

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

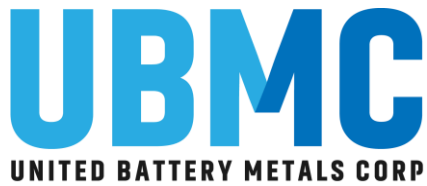
Not applicable.

Item 8 Executive Officer

Matthew Rhoades, Chief Executive Officer and Director
Telephone: (604) 428-9063

Item 9 Date of Report

October 31, 2018



UNITED BATTERY METALS ARRANGES \$500,000 PRIVATE PLACEMENT

/ NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH UNITED STATES NEWSWIRE SERVICES /

Vancouver, B.C. (October 31, 2018) –United Battery Metals Corp. (CSE: UBM, OTC: UBMCF, FWB: OUL) ("**United Battery Metals**" or the "**Company**") is pleased to announce that it expects to issue, by way of a non-brokered private placement, up to 435,000 units (each, an "**Offered Unit**") at a price of \$1.15 per Offered Unit for total gross proceeds of up to \$500,000 (the "**Offering**").

Each Offered Unit shall consist of one common share of the Company and one-half of one common share purchase warrant, whereby each whole warrant shall entitle the holder thereof to acquire one additional common share of the company for a total period of 24 months at a price of \$1.25 per warrant share. The Offered Units will be subject to a statutory hold period of four months following the date of issuance.

The net proceeds from the Offering will be used for continued exploration of the Company's Wray Mesa vanadium property and general and administrative expenses.

The offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals, including the approval of the Canadian Securities Exchange, and such further restrictions as may apply under foreign securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not 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.

We seek Safe Harbor.

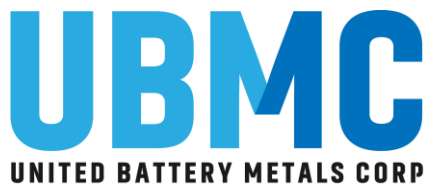
ON BEHALF OF THE BOARD OF
UNITED BATTERY METALS CORP.

/s/ *Matthew Rhoades*
Matthew Rhoades
Chief Executive Officer and Director

For further information, please telephone: (604) 428-9063

Cautionary Statement Regarding Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable securities laws, including statements relating to the Company's intention to complete the Offering and the outlook of the business of the Company. Although the Company believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, undue reliance should not



be placed on them because the Company can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the Offering may not close for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities) or that the terms of the Offering may differ from those that currently are contemplated. The statements in this news release are made as of the date of this release. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.