

FORM 51-102F3

MATERIAL CHANGE REPORT

- 1. Name and Address of Company**
Spod Lithium Corp. (the “Company”)
1910-1030 West Georgia Street
Vancouver, British Columbia V6C 2Y3
- 2. Date of Material Change**
July 19, 2023
- 3. News Release**
The news release announcing the material change was disseminated on July 19, 2023, through Stockwatch. The news releases were also filed with the British Columbia, Alberta and Ontario Securities Commissions on SEDAR.
- 4. Summary of Material Change**
Pursuant to an amending agreement dated as of July 4, 2023, the Company amended its mineral option agreement with Noranda Royalties Inc. respecting the Lithium Grande 4 Project. The Company also fulfilled its first year cash payment and share issuance obligations under the option agreement.
- 5.1 Full Description of Material Change**
See attached news release.
- 5.2 Disclosure for Restructuring Transactions**
N/A
- 6. Reliance on subsection 7.1(2) of National Instrument 51-102**
Not applicable.
- 7. Omitted Information**
No information has been intentionally omitted from this material change report.
- 8. Executive Officer**
Chris Cooper, CEO
604.307.8290
- 9. Date of Report**
July 19, 2023

SPOD LITHIUM CORP. AMENDS OPTION AGREEMENT RESPECTING THE LITHIUM GRANDE 4 PROJECT

Vancouver, B.C. – July 19, 2023 – SPOD LITHIUM CORP. (“SPOD” or the “Company”) (CSE: SPOD) (OTCQB:SPODF) is pleased to announce that, pursuant to an amending agreement dated as of July 4, 2023, the Company has amended its mineral option agreement with Noranda Royalties Inc. (the “**Noranda**”) respecting the Lithium Grande 4 Project dated July 4, 2022 (the “**Option Agreement**”). The amended Option Agreement extends the date on which the Company must make at least \$350,000 in exploration expenditures on the Project from July 4, 2023, to August 13, 2023.

The purpose of the extension is recent restrictions imposed by the Quebec government, because of the regional forest fire situation. These restrictions are directly impacting exploration operations, and, therefore, the Company is further delayed in kicking off its surface exploration field activities until the situation improves. The Company is actively monitoring the situation to ensure all Company activities are compliant with respective governmental decrees and to ensure the safety of personnel associated with the Project. The Company will provide further updates as information becomes available.

Spod also announces that it has fulfilled its first-year cash payment and share issuance obligations under the Option Agreement, paying \$50,000 cash to Noranda and issuing 700,000 Class A common shares of the Company to Noranda, each share issued at a deemed price of \$0.10 per share. The shares are subject to a four month hold period, which expires November 5, 2023. Noranda is arm’s length to the Company.

About Spod Lithium Corp.

Spod Lithium Corp. is a mineral exploration company focused on the acquisition and development of mineral properties containing battery, base, and precious metals. The Company’s flagship assets are its Lithium properties located in the James Bay region of Quebec and the Nipigon and Niemi region of Ontario, Canada. For further information, please refer to the Company's disclosure record on SEDAR (www.sedar.com) or contact the Company through its website at www.spodlithiumcorp.com or by telephone at 604.721-3000.

On Behalf of the Board of Directors

Chris Cooper

Chief Executive Officer

Forward-Looking Information

Certain statements in this news release are forward-looking statements, including with respect to future plans, and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forward-looking wording such as “may”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the negative thereof or similar variations. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, including but not limited to, business, economic and capital market conditions, the ability to

manage operating expenses, and dependence on key personnel. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, anticipated costs, and the ability to achieve goals. Factors that could cause the actual results to differ materially from those in forward-looking statements include, the continued availability of capital and financing, litigation, failure of counterparties to perform their contractual obligations, loss of key employees and consultants, and general economic, market or business conditions. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The reader is cautioned not to place undue reliance on any forward-looking information.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The CSE has not reviewed, approved or disapproved the contents of this news release.