

FORM 51-102F3

MATERIAL CHANGE REPORT

- Item 1 :** **Name and Address of Company**
Spod Lithium Corp. (the “**Corporation**” or “**Spod**”)
Suite 600-1090 West Georgia Street
Vancouver, BC V6E 3V7
- Item 2 :** **Date of Material Change State**
December 11, 2024
- Item 3:** **News Release**
A news release was issued and disseminated on December 11, 2024 and filed on SEDAR+ (www.sedarplus.ca).
- Item 4:** **Summary of Material Change**
The Corporation closed a first tranche of its private placement offering on December 11, 2024, for gross proceeds of \$385,000 by way of issuance of 7,700,000 Units (the “**Units**”) at a price of \$0.05 per Unit of the Corporation, whereby each Unit comprises one common share (a “**Common Share**”) in the capital of the Corporation and one common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one additional Common Share (each, an “**Additional Share**”) at a price of \$0.10 per Additional Share on the date that is twenty-four (24) months following the closing date (the “**Warrant Term**”). The Warrants include an acceleration clause to the effect that if the daily volume weighted average closing price of the common shares on the Canadian Securities Exchange (the “**CSE**”) is at least \$0.20 per Common Share for a period of twenty (20) consecutive trading days, (the “**Triggering Event**”), the Company may, within 5 days of the Triggering Event, accelerate the expiry date of the Warrants by giving notice thereof to the holders of the Warrants, by way of news release, and in such case the Warrants will expire on the first day that is 10 calendar days after the date on which such notice is given by the Company announcing the Triggering Event.
- Item 5 :** **Full Description of Material Change**
Please refer to the press release attached hereto as Schedule “A”.
- Item 6:** **Reliance on subsection 7.1(2) of National Instrument 51-102**
Not applicable
- Item 7 :** **Omitted Information**
None
- Item 8 :** **Executive Officer**
Mathieu Couillard

Director CEO info@spodlithiumcorp.com (604)-
567-5767
spodlithiumcorp.com

Item 9: Date of Report

December 23, 2024

SCHEDULE A

SPOD Lithium Announces the Closing of the First Tranche of a Private Placement Offering

Vancouver, British Columbia--(Newsfile Corp. - December 11, 2024) - **SPOD LITHIUM CORP.** (CSE: SPOD) (OTCQB: SPODF) (the "**Company**" or "**SPOD**") is pleased to announce the closing of the first tranche of its private placement for gross proceeds of \$385,000 (the "**Offering**").

In connection with the closing of the Offering, the Company issued 7,700,000 units (the "**Units**") at a price of \$0.05 per Unit. Each Unit consists of one common share (a "**Common Share**") in the capital of the Company and one Common Share purchase warrant (a "**Warrant**") of the Company, whereby each whole Warrant will be convertible into one additional Common Share at an exercise price of \$0.10 for a period of twenty-four (24) months following the closing date of issuance. The Warrants include an acceleration clause to the effect that if the daily volume weighted average closing price of the common shares on the Canadian Securities Exchange (the "**CSE**") is at least \$0.20 per Common Share for a period of twenty (20) consecutive trading days, (the "**Triggering Event**"), the Company may, within 5 days of the Triggering Event, accelerate the expiry date of the Warrants by giving notice thereof to the holders of the Warrants, by way of news release, and in such case the Warrants will expire on the first day that is 10 calendar days after the date on which such notice is given by the Company announcing the Triggering Event.

The Company intends to use the net proceeds of the Offering for general working capital purposes. The Company anticipates closing additional tranches of the Offering up to a cumulative total inclusive of this first tranche of \$750,000. The securities issued under the Offering, and any Common Shares that may be issuable on exercise of the Warrants, will be subject to a statutory hold period expiring four months and one day from the date of issuance.

The Company paid a cash commission of \$15,400 to Haywood Securities Inc. ("**Haywood Securities**") and issued 308,000 finder's warrants as part of their finder's fee compensation in connection with subscriptions received from subscribers introduced to the Offering by Haywood Securities and \$5,250 to Raymond James Ltd. ("**Raymond James**") and issued 105,000 finder's warrants as part of their finder's fee compensation, in connection with subscriptions received from subscribers introduced to the Offering by Raymond James.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not 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 State in which such offer, solicitation or sale would be unlawful.

The securities offered pursuant to the Offering have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

This press 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.

About Spod Lithium Corp.

Spod Lithium Corp. is a leading exploration and development company focused on unlocking the vast potential of lithium resources. With a strategic approach to resource management and a commitment to sustainable practices, SPOD is dedicated to driving innovation and delivering value for its stakeholders.

Founded in 2020, its primary lithium properties are strategically located in Quebec and Ontario, Canada, regions renowned for their rich deposits of these valuable resources. For further information, please refer to the Company's disclosure record on SEDAR+ (www.sedarplus.ca) or contact the Company through its website at www.spodlithiumcorp.com.

On Behalf of the Board of Directors

Mathieu Couillard
President, CEO & Director
+1 (647) 567-6757
mathieu.couillard@SPODLithiumcorp.com

Stay connected with SPOD

Website: www.spodlithiumcorp.com
Linkedin: www.linkedin.com/company/spod-lithium
X (formerly Twitter): www.x.com/spodlithium

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 forwarding-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.

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