

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

**ITEM 1. NAME AND ADDRESS OF COMPANY**

Flow Metals Corp. (the "Issuer")  
810 – 789 West Pender Street  
Vancouver, BC V6Z 2R9

**ITEM 2. DATE OF MATERIAL CHANGE**

March 23, 2020

**ITEM 3. NEWS RELEASE**

The new release was filed on SEDAR and disseminated through the facilities of Market News Publishing and Stockwatch on March 23, 2020.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Issuer announced that it that it has entered into debt settlement agreements to settle outstanding cash payments owed to three creditors pursuant to the option agreement that it entered into on March 23, 2019 to acquire the Sixtymile Project. The Company has issued an aggregate of 600,000 common shares to the creditors at a deemed price of \$0.05 per share to settle an aggregate principal amount of CDN \$30,000.

All securities issued will be subject to a statutory hold period of four months plus a day from issuance in accordance with applicable securities laws.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

See attached news release.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

Not Applicable.

**ITEM 7. OMITTED INFORMATION**

There are no significant facts required to be disclosed herein which have been omitted.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Scott Sheldon, President  
Telephone: (604) 725.1857

**ITEM 9. DATE OF REPORT**

March 23, 2020

**FLOW METALS ANNOUNCES SHARES FOR DEBT TRANSACTION**

**Vancouver, BC, March 23, 2020 – Flow Metals Corp.** (“**Flow Metals**” or the “**Company**”) announces that it has entered into debt settlement agreements (“**Settlement Agreements**”) to settle outstanding cash payments owed to three creditors pursuant to the option agreement that it entered into on March 23, 2019 to acquire the Sixtymile Project (the “**Option Agreement**”).

Pursuant to the Settlement Agreements, the Company will be issue an aggregate of 600,000 common shares (“**Shares**”) to the creditors at a deemed price of \$0.05 per Share to settle an aggregate principal amount of CDN \$30,000.

All securities issued pursuant to the Settlement Agreements will be subject to a statutory hold period of four months plus a day from issuance in accordance with applicable securities laws.

**About Flow Metals**

Flow Metals is a reporting issuer based in Vancouver and plans to list on a Canadian stock exchange. The Company develops exciting data rich gold projects with low capital requirements. The Company holds a 100% interest in three Canadian gold projects.

**Sixtymile, Yukon:**

The Yukon placer gold fields have produced gold in the tens of million ounces over the past 100 years. The bedrock sources of these gold-in-gravel deposits are finally being traced and discovered today. The Sixtymile Project contains two gold-producing creeks. Flow Metals intends to target the gold-bearing structures using a variety of geophysical methods and precise drilling. Highlights from previous drilling include 1.5 g/t Au over 24 m.

**New Brenda, British Columbia:**

Bordered by both a high-grade gold mine and a copper mine in the prolific Quesnel Terrane of BC, the New Brenda project is located on prospective ground. The property covers 100 km<sup>2</sup> and is cross-cut by a network of forestry roads. Trenching by Flow Metals in 2019 yielded 15.4 g/t Au over 1 m in a broader interval of 4 g/t Au over 4 m.

**Ashuanipi, Quebec:**

The Ashuanipi complex is 30 km northwest of Schefferville, Quebec. The project is located in a granulite terrane with mineralization similar to that found in greenstone belts. Targets on the claim are based on CARDS AI, geophysics, and prospecting. A ground program yielded samples with up to 17.45 g/t Au.

For further information, please contact:

Scott Sheldon, President  
604.725.1857  
[scott@flowmetals.com](mailto:scott@flowmetals.com)

## **Forward-Looking Information:**

This press release may include “forward-looking information” (as that term is defined by Canadian securities legislation), concerning the Company’s business. Forward-looking information is based on certain key expectations and assumptions made by the Company’s management, including future plans for the exploration and development of its mineral properties. Although the Company believes that such expectations and assumptions are reasonable, investors should not rely unduly on such forward-looking information as the Company can give no assurance they will prove to be correct. Forward-looking statements in this press release are made as of the date of this press release. The Company disclaims any intent or obligation to publicly update any forward-looking information (whether as a result of new information, future events or results, or otherwise) other than as required by applicable securities laws.