

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Flow Metals Corp. (the “Company”)
Suite 810 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

July 22, 2022

Item 3 News Release

The new release was filed on SEDAR, posted to the Issuer’s disclosure hall with the Canadian Securities Exchange and disseminated through the facilities of Newsfile Corp. on July 18, 2022.

Item 4 Summary of Material Change

On July 18, 2022, the Company announced that it will consolidate all of its issued and outstanding share capital on the basis of 10 old common shares into 1 new common share, effective July 22, 2022. The Common Shares are expected to begin trading on a post-share consolidation basis on the Canadian Securities Exchange when markets open on June 21, 2022.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see the attached news release dated July 18, 2022.

Item 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

Scott Sheldon, Chief Executive Officer
Telephone: 604-725-1857

Item 9 Date of Report

July 18, 2022



810 - 789 West Pender Street Vancouver,
BC V6C 1H2
T: 604-725-1857

Flow Metals Announces Share Consolidation

Vancouver, British Columbia – July 18, 2022 – Flow Metals Corp. (“Flow” or the “Company”) (CSE:FWM) announces that, pursuant to directors’ resolutions, the Company will be consolidating all of its issued and outstanding share capital (the “Common Shares”) on the basis of every ten (10) old Common Shares into one (1) new Common Share (the “Share Consolidation”), effective July 22, 2022 (the “Record Date”).

As a result of the Share Consolidation, the issued and outstanding Common Shares will be reduced to approximately 3,434,097. Any fractional Common Shares remaining after giving effect to the Share Consolidation will be cancelled. The exercise or conversion price and the number of Common Shares issuable under any of the Company’s outstanding convertible securities will be proportionately adjusted upon the Share Consolidation.

New ISIN: CA34346Q2036

New CUSIP: 34346Q203

The Common Shares are expected to begin trading on a post-Share Consolidation basis on the Canadian Securities Exchange when markets open on July 21, 2022.

Shareholders of record as at the Record Date will receive a letter of transmittal providing instructions for the exchange of their Common Shares as soon as practicable following the Record Date.

The Company believes that the Consolidation will make the Company more attractive to financing opportunities, and will allow for the restructuring and settlement of certain existing liabilities. Completion of the Consolidation remains subject to completion of appropriate regulatory filings with the Canadian Securities Exchange.

About Flow Metals

Flow Metals is a western Canadian gold explorer targeting easy access early-stage gold projects in renowned mining districts. Please see the company [slide deck](#) for more information.

For further information, please contact:

Scott Sheldon, Chief Executive Officer

604.725.1857

scott@flowmetals.com

The CSE has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information

This news release contains forward-looking information which is not comprised of historical facts. Forward-looking information is characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” or “will” occur. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, and opportunities to differ materially from those expressed or implied by such forward-looking information. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, changes in the state of equity and debt markets, fluctuations in commodity prices, delays in obtaining required regulatory or governmental approvals, and includes those risks set out in the Company’s management’s discussion and analysis as filed under the Company’s profile at www.sedar.com. Forward-looking information in this news release is based on the opinions and assumptions of management considered reasonable as of the date hereof, including that all necessary governmental and regulatory approvals will be received as and when expected. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information. The Company disclaims any intention or obligation to update or revise any forward-looking information, other than as required by applicable securities laws.