

**Form 51-102F3**  
***Material Change Report***

**Item 1**      **Name and Address of Company**

Flow Metals Corp. (the “Company”)  
Suite 1890 – 1075 West Georgia Street  
Vancouver, BC V6E 3C9

**Item 2**      **Date of Material Change**

August 23, 2024

**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 August 23, 2024.

**Item 4**      **Summary of Material Change**

The Company closed a non-brokered non-flow-through common share financing (the “**Private Placement**”) consisting of 3,300,000 non-flow-through common shares (“**NFT Shares**”) and a cash finder’s fee of \$1,200 and 24,000 non-transferable finder’s warrants to a qualified party in connection with the financing.

**Item 5**      **Full Description of Material Change**

**Item 5.1**     **Full Description of Material Change**

The Company closed a non-brokered non-flow-through common share financing Private Placement consisting of 3,300,000 non-flow-through common shares NFT Shares and a cash finder’s fee of \$1,200 and 24,000 non-transferable finder’s warrants to a qualified party in connection with the financing.

The Company plans to use the net proceeds of the Private Placement for working capital and general corporate purposes. The Company may close one or more additional tranches of the Private placement in accordance with investor interest.

All securities issued pursuant to the Private Placement will be subject to a four-month and one day hold period which will expire December 24, 2024, pursuant to applicable securities laws of Canada.

**Insider Participation:** Four Company insiders participated in the Private Placement and subscribed for a total of 2,900,000 Shares. The participation by such insiders is a “related-party transaction” within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the placement as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the related parties, exceeded 25% of the Company’s market capitalization (as determined under MI 61-101).

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.

**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**

August 23, 2024