

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

MegaWatt Lithium and Battery Metals Corp. (the “**Company**”)
c/o 1500, 1055 West Georgia Street
Vancouver, British Columbia V6E 4N7

Item 2. Date of Material Change

September 22, 2022.

Item 3. News Release

News Release dated September 22, 2022 was disseminated via Cision and filed on SEDAR on September 22, 2022.

Item 4. Summary of Material Change

The Company has closed the first tranche of a previously announced private placement for gross proceeds of \$656,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced further to its news release dated August 22, 2022, that it has closed the first tranche of the previously announced non-brokered private placement (the "**Offering**") of units of the Company (the "**NFT Units**") at a price of \$0.065 per NFT Unit and flow-through units of the Company (the "**FT Units**") at a price of \$0.075 per FT Unit. The FT Units and the NFT Units are collectively referred to herein as the "**Units**". Each FT Unit consists of one common share in the capital of the Company which will be designated as a flow-through share (a "**FT Share**") pursuant to the *Income Tax Act* (Canada) and), and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each NFT Unit consists of one common share in the capital of the Company (a "**Share**") and one-half of one Warrant. Each Warrant entitles the holder thereof to purchase one Share (a "**Warrant Share**") at \$0.12 per Warrant Share until September 22, 2024.

The first tranche closing of the Offering consisted of 400,000 Units and 8,400,000 FT Units for aggregate gross proceeds of \$656,000. The Company has paid eligible finders a cash commission in the amount of \$43,960.00, being up to 7% of the aggregate proceeds from the sale of Units to purchasers introduced by the finders and issued an aggregate of 616,000 non-transferable share purchase warrants (the “**Finder’s Warrants**”), being up to 7% of the

number of Units sold under the Offering to purchasers introduced by the finders. Each Finder's Warrant entitles the holder thereof to purchase one Share at a price of \$0.12 per Share until September 22, 2024. The Company has also paid \$1,960.00 plus tax as advisory fee. All securities issued in connection with the first tranche of the Offering are subject to a statutory hold period of four months plus a day in accordance with applicable securities legislation ending on January 23, 2023.

The net proceeds from the sale of NFT Units will be used to fund the exploration of the Company's projects in Canada and Australia and for general working capital purposes. The gross proceeds from the issuance of the FT Shares will be used for "Canadian Exploration Expenses" (within the meaning of the Income Tax Act (Canada)) (the "**Qualifying Expenditures**"), which will be renounced with an effective date no later than December 31, 2022 to the purchasers of the FT Shares in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares. If the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify each subscriber of FT Units for any additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures.

The Company will be proceeding with the second tranche of the Offering.

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

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

David Thornley-Hall, Chief Executive Officer
Telephone: 604 306-7821

Item 9. Date of Report

DATED at Vancouver, BC, this 23rd day of September, 2022.