

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

January 22, 2024.

Item 3. News Release

News Release dated January 22, 2024 was disseminated via Stockwatch on January 22, 2024 and subsequently filed on SEDAR+.

Item 4. Summary of Material Change

The Company has appointed Casey Forward, CPA, CGA, as its interim CEO.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

David Thornley-Hall has resigned as a director and CEO of the Company and Casey Forward, CPA, CGA, has been appointed interim CEO of the Company to fill the vacancy.

Mr. Forward has been involved in junior mining companies for many years. He has served in senior management positions for a number of public and private companies with projects in Canada, United States and South America in his career.

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:

Kelvin Lee, Chief Financial Officer
Telephone: (236)521-6500

Item 9. Date of Report

DATED at Vancouver, BC, this 10th day of April, 2024.