

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

May 14, 2024.

Item 3. News Release

News Release dated May 14, 2024 was disseminated via Stockwach on May 14, 2024.

Item 4. Summary of Material Change

The Company announced that it has entered into a digital marketing services agreement (the “**Marketing Agreement**”) with an arm’s length firm, Black Swan Solutions Inc. (dba VHLA Media) (“**Black Swan**”) on May 14, 2024. Pursuant to the Marketing Agreement, Black Swan has agreed to provide investor communication and digital marketing services to the Company for a period of one month commencing on or about May 15, 2024 until June 14, 2024 in exchange for a fee of CDN \$50,000 plus GST. The term may be renewed for subsequent periods of one or more months if mutually agreed upon. The marketing services include content creation, digital and social media marketing. Black Swan’s contact information is as follows: 1020 – 800 West Pender Street, Vancouver, BC, V6C 2V6, attention: Dawson Ignatieff, dawson@vhlamedia.com. To the best of the Company’s knowledge, Black Swan does not currently own any securities of the Company as of the date hereof. Black Swan is an arm’s length party and has no direct relationship with the Company.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The material changes are fully described in Item 4 above.

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 14th day of May, 2024.