

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

Lithium Lion Metals Inc. (the "**Company**")
305-1770 Burrard Street
Vancouver, BC V6J 3G7

ITEM 2. DATE OF MATERIAL CHANGE

March 21, 2024

ITEM 3. NEWS RELEASE

Issued on March 21, 2024 and distributed through the facilities of Newswire Corp.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has completed its non-brokered private placement ("**Private Placement**") of units ("**Units**") for gross proceeds of C\$590,000 through the sale of 11,800,000 Units at a price of C\$0.05 per Unit.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announce that the Company has completed its non-brokered private placement ("**Private Placement**") of units ("**Units**") for gross proceeds of C\$590,000 through the sale of 11,800,000 Units at a price of C\$0.05 per Unit. Each Unit is comprised of one common share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (each a "**Warrant**"). Each Warrant will be exercisable into one Common Share at a price of C\$0.055 per share for two (2) years from the date of issue.

As the Private Placement offering exceeds 100 percent of the current issued and outstanding common shares, securityholder approval was obtained pursuant to Canadian Securities Exchange ("**CSE**") Policy 6.

An Insider of the Company has participated in the foregoing private placement offering which constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The party has contributed \$10,000 or approximately 1.69% of the offering. Such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities acquired by the insiders, nor the consideration for the securities paid by such insiders, exceed 25% of the Company's market capitalization.

The proceeds from the Private Placement are intended to be used to fund exploration and for general working capital purposes. All securities issued pursuant to the Private Placement will be subject to a four month and one day hold period

from the date of issue pursuant to National Instrument 45-106 – *Prospectus Exemptions*. No finder’s fees will be paid in relation to the Private Placement

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

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

Contact: David Beck, Interim Chief Executive Officer and Director
Telephone: (604) 416-0569

ITEM 9. DATE OF REPORT

March 21, 2024