

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

Item 1 Name and Address of Company

Metalite Resources Inc. (the “Company”)
82 Richmond Street East
Toronto, ON, Canada M5C 1P1

Item 2 Date of Material Change

July 18, 2023

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Accesswire on July 31, 2023, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced the resignation of David Kol as a director of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the resignation of David Kol as a director of the Company.

The Company announced that David Kol has resigned from the board of directors. The board is considering winding up its project in Liberia, which the company acquired through its acquisition of Next Generation Resources Inc. (“**NextGen**”) which was completed in February 2023 (see press release dated February 22, 2023). Prior to the completion of the acquisition, NextGen raised approximately \$1.3 million, from which it ran an extensive sampling program on the Liberian properties that has led to no tangible results. In addition, given the lack of financial resources, NextGen has allowed most of its Liberian concessions lapse and the balance of the concessions are expected to lapse in the near term.

Given the circumstances, the Company is conducting a strategic review to determine where the Company should best focus its resources. The Company is considering options for securing value from its remaining Liberian assets as well as reducing its exposure to liabilities in Liberia. The Company will provide updates regarding this review in the coming weeks.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Executive Officer

For further information, please contact David Melling, Director, at 250-514-3677 or info@metaliteresources.com.

Item 9 Date of Report

August 28, 2023