

51-102F3  
MATERIAL CHANGE REPORT

**Item 1**      **Name and Address of Company**

Quebec Silica Resources Corp. (the "Company")  
1100 1100 Melville Street  
Vancouver, BC V6E 2V6

**Item 2**      **Date of Material Change**

December 30, 2022

**Item 3**      **News Release**

The news release was disseminated by Newsfile on December 30, 2022.

**Item 4**      **Summary of Material Change**

Quebec Silica Resources Corp. is pleased to announce that it has completed the closing of its non-brokered private placement (the "Offering") by issuing a total of: (i) 4,850,000 National flow-through units (each, a "FT Unit"), at a price of \$0.05 FT Unit, and (ii) 14,700,000 Québec flowthrough units (each, a "Québec FT Unit"), at a price of \$0.05 per Québec FT Unit. The aggregate gross proceeds raised from the Offering is \$977,500.

**Item 5**      **Full Description of Material Change**

**5.1**          **Full Description of Material Change**

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length third parties of the Company. Each finder's warrant entitles the holder to acquire one common share of the Company for the price of \$0.075 per common share for a period of two years following the closing. As a result of the closing of the private placement, there are now 73,909,001 common shares of the Company issued and outstanding. Two of the Company's directors (the "Insiders") participated directly or indirectly in the private placement by subscribing for an aggregate of 200,000 FT Units at \$0.05 per FT Unit and an aggregate of 200,000 Québec FT Units at \$0.05 per Québec FT Unit for aggregate proceeds to Quebec Silica of \$20,000. The issuance of shares to the Insiders constitutes a related party transaction but is exempt from the formal valuation and minority approval requirements of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions as the fair market value of the shares acquired, directly or indirectly, by the Insiders does not exceed 25% of the Company's market capitalization. Quebec Silica did not file a material change report with respect to the participation of the Insiders at least 21 days prior to the closing date of the private placement as their participation was only recently determined.

**5.2 Disclosure for Restructuring Transactions**

N/A

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

None

**Item 8 Officer**

Elyssia Patterson,  
778-683-4324

**Item 9 Date of Report**

January 6, 2023