

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Québec Innovative Materials Corp. (the “Company”)
1100 - 1111 Melville Street
Vancouver, BC V6E V63

Item 2 **Date of Material Change**

September 7, 2023

Item 3 **News Release**

The news release was disseminated by Newsfile on September 7, 2023

Item 4 **Summary of Material Change**

The Company announced the acquisition of the River Valley Silica Property located in the Sudbury mining division, near River Valley, Ontario, Canada.

The Company also announced the appointment of John Karagiannidis as Chairman of the Board and the grant of an aggregate of 5,500,000 stock options at an exercise price of \$0.05, exercisable for a period of 2 years.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

See attached Schedule A.

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**

Ming Jang, CFO

Item 9 **Date of Report**

September 7, 2023

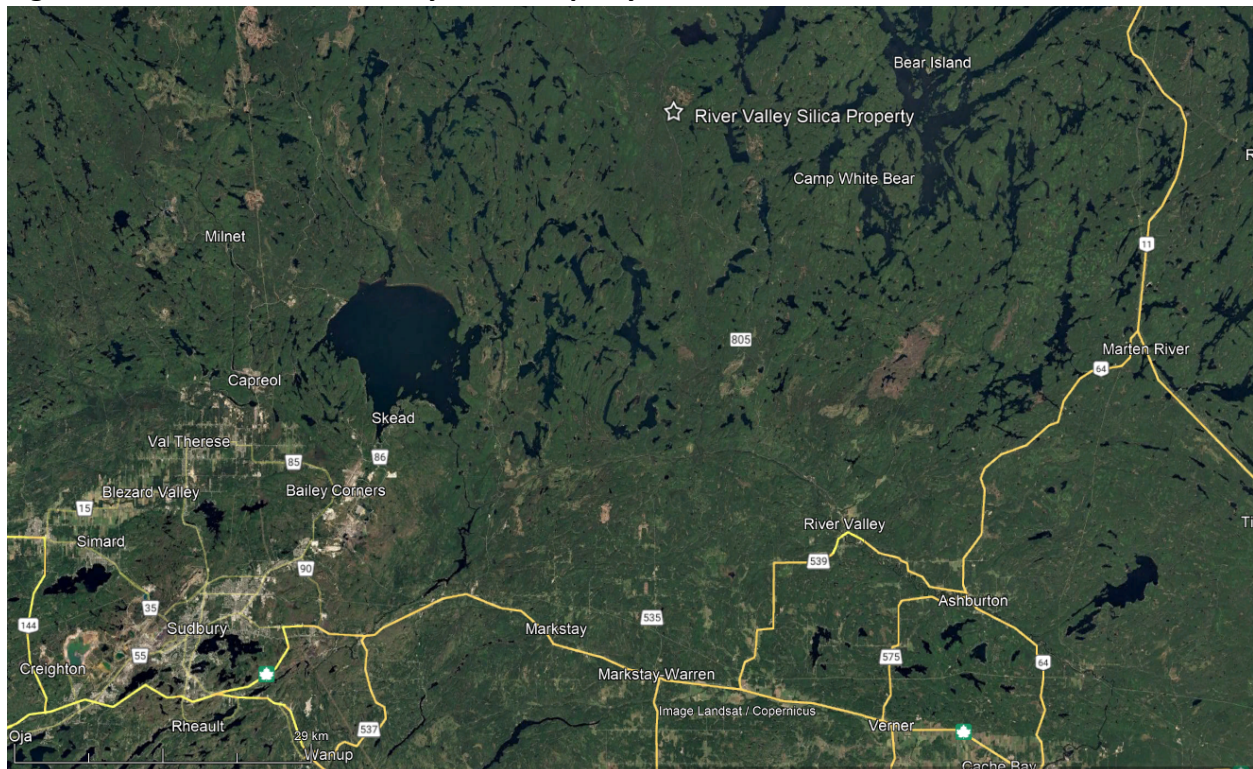
SCHEDULE A

QI MATERIALS ACQUIRES RIVER VALLEY SILICA PROPERTY AND ANNOUNCES NEW CHAIRMAN

Lachute, Québec, September 7, 2023 – Québec Innovative Materials Corp. (CSE: QIMC) (“Qi Materials”, “QIMC”, or the “Company”) is excited to announce the acquisition of the River Valley Silica Property (the “Property”) located in the Sudbury mining division, near River Valley, Ontario, Canada.

As shown on Figure 1, the River Valley Silica Property is located approximately 65 kilometres north east (as the crow flies) from the world-class mining camp of Sudbury, Ontario. It is easily accessed by existing road infrastructure. The Property covers an area of approximately 47 hectares (Figure 2).

Figure 1: Location of River Valley Silica Property



The Property is host to a highly pure quartz vein, historical publicly available information on the quartz vein indicate that it is over 300m long and over 40m wide, and is comprised of highly pure quartz ranging from 98 to 99.9% pure SiO₂ (Table 1). A site visit by professional geologist

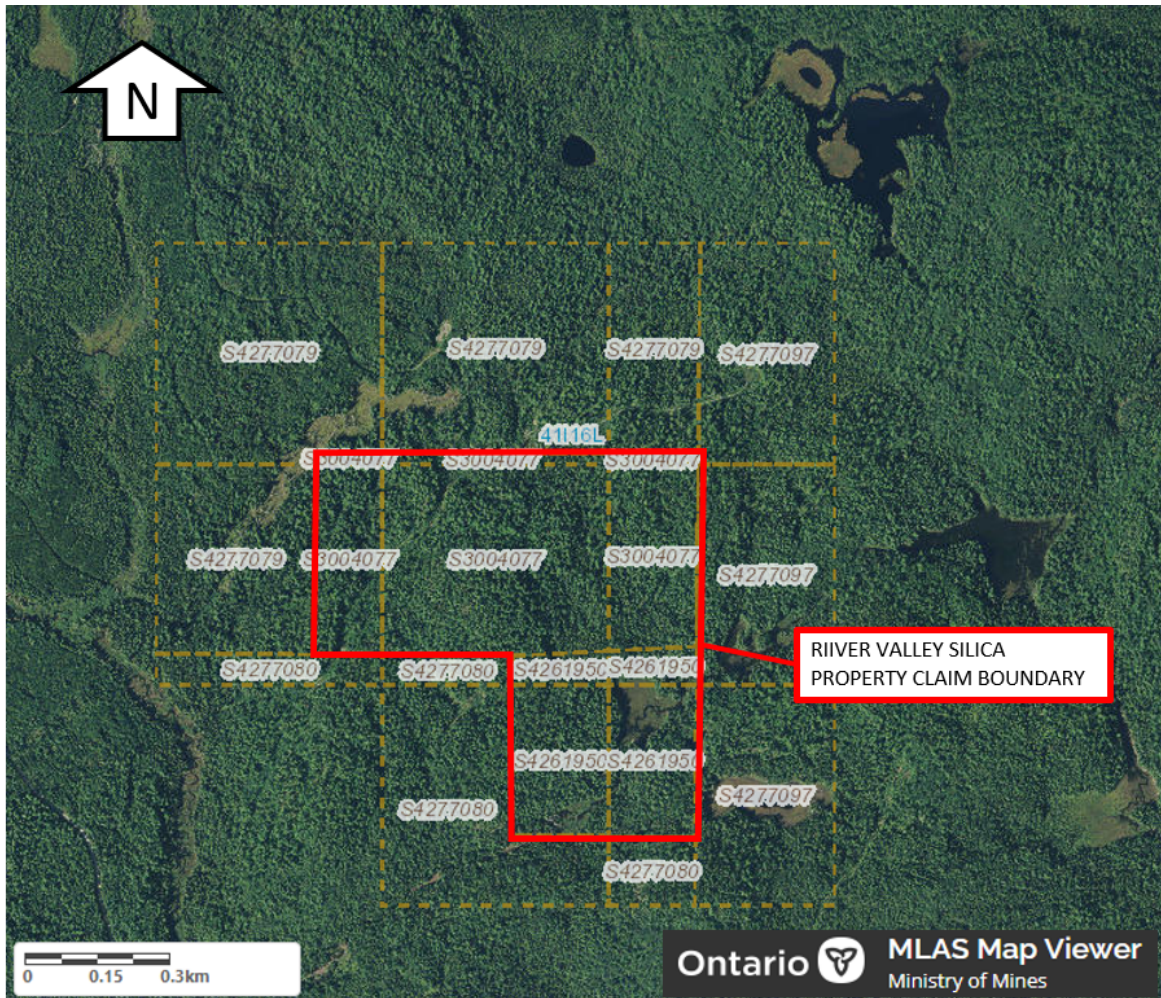
Raymond Wladichuk, CEO of Qi Materials, confirms that these historical reports appear to be accurate; however, detailed geological and engineering work is required to confirm these dimensions and purity grades.

Table 1: Historical assay results

(201-676) Lithium Borate Fusion - Summation of Oxides, XRF finish															
DATE SAMPLED: Nov 25, 2018			DATE RECEIVED: Nov 14, 2018					DATE REPORTED: Jan 15, 2019					SAMPLE TYPE: Other		
Sample ID (AGAT ID)	Analyte: Unit: RDL:	Al2O3 % 0.01	BaO % 0.01	CaO % 0.01	Cr2O3 % 0.01	Fe2O3 % 0.01	K2O % 0.01	MgO % 0.01	MnO % 0.01	Na2O % 0.01	P2O5 % 0.01	SiO2 % 0.01	TiO2 % 0.01	SrO % 0.01	V2O5 % 0.01
AF#1 (9738059)		0.09	<0.01	0.05	0.08	0.57	0.02	0.03	<0.01	0.11	<0.01	98.7	<0.01	<0.01	<0.01
AF#2 (9738060)		0.04	<0.01	0.04	0.06	0.44	<0.01	0.02	<0.01	0.09	<0.01	99.4	<0.01	<0.01	<0.01
AF#3 (9738061)		0.07	<0.01	0.04	0.06	0.42	0.02	0.01	<0.01	0.13	<0.01	99.0	<0.01	<0.01	<0.01
AF#4 (9738062)		0.01	<0.01	0.03	0.06	0.40	<0.01	<0.01	<0.01	0.09	<0.01	99.6	<0.01	<0.01	<0.01
AF#5 (9738063)		0.11	<0.01	0.04	0.06	0.42	0.03	0.02	<0.01	0.12	<0.01	99.2	<0.01	<0.01	<0.01
SA#4 (9738067)		0.16	<0.01	0.05	0.05	0.47	0.03	0.03	0.01	0.12	<0.01	98.9	<0.01	<0.01	<0.01
SA#5 (9738068)		0.17	<0.01	0.07	0.05	0.40	0.04	0.03	0.01	0.12	<0.01	99.3	<0.01	<0.01	<0.01
SA#6 (9738069)		0.08	<0.01	0.07	0.05	0.44	<0.01	0.05	<0.01	0.10	<0.01	99.1	<0.01	<0.01	<0.01
SA#7 (9738070)		0.05	<0.01	0.03	0.06	0.47	0.02	0.02	<0.01	0.11	<0.01	99.7	<0.01	<0.01	<0.01
SA#8 (9738071)		0.10	<0.01	0.04	0.07	0.48	0.03	0.01	<0.01	0.11	<0.01	99.9	<0.01	<0.01	<0.01
SA#11 (9742703)		0.03	<0.01	0.03	0.06	0.46	0.01	0.02	<0.01	0.11	<0.01	99.1	<0.01	<0.01	<0.01
	Analyte: Unit: RDL:	LOI % 0.01	Total % 0.01												
AF#1 (9738059)		0.10	99.8												
AF#2 (9738060)		0.27	100												
AF#3 (9738061)		0.33	100												
AF#4 (9738062)		0.21	100												
AF#5 (9738063)		0.35	100												
SA#4 (9738067)		0.39	100												
SA#5 (9738068)		0.32	101												
SA#6 (9738069)		0.27	100												
SA#7 (9738070)		0.24	101												
SA#8 (9738071)		0.33	101												
SA#11 (9742703)		0.24	100												



The results shown in Table 1 are historical results. QI Materials will be performing detailed geological work to confirm these results.



“We believe that the River Valley Silica Property represents a significant volume of high purity quartz, it is in an excellent jurisdiction, and the geometry of the quartz vein is such that extraction should be relatively simple.” Stated Raymond Wladichuk, P.Geo., CEO of Qi Materials Corp.

Details of Acquisition

The Property was acquired from an arms-length Vendor pursuant to the Acquisition Agreement, which was executed on September 1st, 2023. The Company shall issue 2,000,000 common shares at \$0.05 per share to the Vendor on the Closing Date as consideration for the purchase of the Property. Additionally, the Vendor will be granted a royalty of \$2.50 per tonne on gross revenues from the sale of raw quartz or silica from the Property. The Consideration Shares will be subject to a hold period of four months and one-day following issuance.

No finders' fees or commissions are payable in connection with the acquisition of the Property. Completion of the acquisition remains subject to receipt of any required regulatory approvals.

New Chairman

QI Materials Corp. is pleased to welcome John Karagiannidis as the new Chairman of the Board. Mr. Karagiannidis was born and raised in Montréal, Québec, and has been involved in over 300 transactions involving emerging private and public companies with a total value in excess of \$2 billion. Mr. Karagiannidis is currently a dealing representative at EMD Financial. Prior to EMD Mr. Karagiannidis worked at Marquest Capital Markets, Industrial Alliance Securities, and Desjardins Securities. Mr. Karagiannidis is an MBA graduate of the Ivey Business School (University of Western Ontario), LL.B from the University of Montréal and is a member of the Québec Bar Association.

Granting of Options

QI Materials Corp. has granted an aggregate of 5,500,000 incentive stock options in accordance with the Company's Stock Option Plan to eligible officers, directors, employees and consultants of QI Materials Corp. The stock options have an exercise price of \$0.05 per share for a period of two years. All Options were granted pursuant to the Company's 10% rolling stock option plan (the "**Plan**") and are subject to the terms of the Plan, the applicable grant agreement and the requirements of the CSE.

Raymond Wladichuk, P.Geo., (OGQ permit number: 02287, PGO license number: 3526), is the CEO of Québec Innovative Materials Corp., and a Qualified Person for National Instrument 43-101 – Standards for Disclosure of Mineral Projects, has the scientific and technical information contained in the news release.

About High Purity Quartz

Highly pure quartz (SiO₂) plays a pivotal role in two critical technologies shaping the future: solar panels and lithium silicon anode batteries. In the realm of renewable energy, quartz is the raw feed source of silicon metal (Si), a fundamental component in producing high-efficiency solar panels. Beyond solar panels, silicon metal is also a promising ingredient in lithium silicon anode batteries, offering the potential for increased energy storage capacity and improved battery performance, underscoring the indispensable role of quartz in advancing sustainable energy and cutting-edge technology. Furthermore, quartz-derived silicon has gained significant strategic importance, recently earning a place on USA's strategic mineral list.

About Québec Innovative Materials Corp.

Québec Innovative Materials Corp. (CSE: QIMC) (previously Québec Silica Resources Corp.) is a mineral exploration, and development company with a portfolio of natural resource assets including high grade silica, hydrogen, and helium properties. QIMC is working toward becoming a sustainable supplier of resources which are essential in advanced batteries and the electrification of the green economy. The Company has a 100% interest in the Charlevoix Silica Project, near Clermont, Québec, Canada, as well as other mineral properties in Québec. The Company also performs pilot processing on industrial minerals, refining processes to create custom products.

Additional information on Québec Innovative Materials Corp. is available at www.qimaterials.com.

On Behalf of the Board of Directors,

QUÉBEC INNOVATIVE MATERIALS CORP.

"Raymond Wladichuk, P.Geo."

Chief Executive Officer

For further information, please contact:

Investor Relations

Tel: +1 (514) 358-8840

Email: info@qimaterials.com

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the CSE policies) accepts responsibility for the adequacy or accuracy of this news release and has neither approved nor disapproved the contents of this news release.

Forward-Looking Statements

This news release contains statements that constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Québec Innovative Materials' actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur.

Although Québec Innovative Materials believes the forward-looking information contained in this news release is reasonable based on information available on the date hereof, by their nature, forward-looking statements involve assumptions, known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Examples of such assumptions, risks and uncertainties include, without limitation, assumptions, risks and uncertainties associated with general economic conditions; the Covid-19 pandemic; adverse industry events; future legislative and regulatory developments in the mining sector; the Company's ability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favorable terms; mining industry and markets in Canada and generally; the ability of Québec Innovative Materials Corp. to implement its business strategies; competition; and other assumptions, risks and uncertainties.

The forward-looking information contained in this news release represents the expectations of the Company as of the date of this news release and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While the Company may elect to, it does not undertake to update this information at any particular time except as required in accordance with applicable laws.