

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Nevada Lithium Resources Inc. (the “Company”)
Suite 1570-505 Burrard Street
Vancouver, British Columbia
V7X 1M5 Canada

Item 2. Date of Material Changes

December 1, 2021

Item 3. News Release

The news release with respect to the material change was disseminated via Cision on December 1, 2021 and filed on the SEDAR website at www.sedar.com.

Item 4. Summary of Material Change

On December 1, 2021, the Company made a US\$2,000,000 payment to Iconic Minerals Ltd. (TSXV: ICM) (“Iconic”), which increased the Company’s aggregate ownership interest in the Bonnie Claire Project to 35%. The payment to Iconic was funded through a November 30, 2021 tranche of its previously announced private placement offering of special warrants of the Company (the “Special Warrants”), pursuant to which the Company issued 7,916,444 Special Warrants at a price of \$0.45 per Special Warrant, for aggregate gross proceeds of \$3,562,399.80 (the “Offering”).

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On November 30, 2021, the Company completed the first tranche of the Offering pursuant to which the Company issued 7,916,444 Special Warrants, at a price of \$0.45 per Special Warrant, for aggregate gross proceeds of \$3,562,399.80. The Offering was led by Research Capital Corporation as lead agent and sole bookrunner, on behalf of a syndicate, including Echelon Wealth Partners Inc. (together, the “Agents”). In connection with the Offering, PowerOne Capital Markets Limited (“PowerOne”) acted as an adviser to the Company.

From the net proceeds of the Offering, the Company made a USD\$2,000,000 payment to Iconic, which will increase the Company’s aggregate ownership interest in the Bonnie Claire Project to 35%. The Company and Iconic have also agreed to an amendment of the Option Agreement that extends the deadline for the third and final option payment of USD\$2,000,000 (“Third Option Payment”) under the agreement until December 15th, 2021. Upon making of the Third Option Payment, the Company will have earned an aggregate 50% ownership interest in the Bonnie Claire Project. It is anticipated that the Third Option Payment will be funded through the completion of a second tranche of the Offering. Any remaining net proceeds of the Offering will be used for working capital purposes.

Each Special Warrant is exercisable into one unit of the Company (each, a “Unit”), with each Unit consisting of one common share of the Company (a “Common Share”) and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a “Warrant”). Each Warrant will entitle the holder thereof to acquire one Common Share (each, a “Warrant Share”) at an exercise price of \$0.75 per Warrant Share, for a period of 24 months after the closing of the Offering (the “Closing”). The Warrants are subject to an acceleration clause whereby, if the trading price of the Shares is equal to or greater than \$1.10 for a period of 10 consecutive trading days on the Canadian Securities Exchange, the Company may reduce the remaining exercise period applicable to the Warrants to not less than 30 days from the date of such notice. Each Special Warrant shall automatically exercise, for no additional consideration, into Units on the date (the “Automatic Exercise Date”) that is the earlier of: (i) as soon as reasonably practical, but in any event, no later than the date that is the third business day following the date on which the Company obtains a receipt from the applicable securities regulatory authorities in each of the provinces of Canada, other than Quebec, in which the Special Warrants are sold (the “Securities Commissions”) for a (final) prospectus qualifying distribution of the Units underlying the Special Warrants (the “Qualifying Prospectus”), and (ii) the date that is 120 days after (and not including) the Closing Date (the “Qualification Date”).

The Company will use its commercially reasonable efforts to obtain a receipt from the Securities Commissions for the Qualifying Prospectus within 120 days of the Closing Date (not including the Closing Date), provided, however, that there is no assurance that a Qualifying Prospectus will be filed or that a receipt therefor will be issued by the Securities Commissions prior to the Qualification Date. Notwithstanding the foregoing, in the event the Company has not received a receipt from the Securities Commissions for the Qualifying Prospectus before the Qualification Date, each unexercised Special Warrant will thereafter entitle its holder to receive, upon the exercise thereof, for no additional consideration, one-and-one-tenth (1.10) Units (instead of one Unit). The Agents received an aggregate cash commission equal to 6.0% of the gross proceeds from the Offering, being \$30,737.99.

In addition, the Company granted the Agents compensation options (the “Compensation Options”) equal to 6.0% of the total number of Special Warrants issued under the Offering, being an aggregate of 68,307 Compensation Options. Each Compensation Option will entitle the holder thereof to purchase one Unit (a “Compensation Option Unit”) at an exercise price equal to \$0.45 for a period of 24 months from the Closing Date. Each Compensation Option Unit is comprised of one Common Share (each, a “Agent’s Share”) and one-half of one Warrant (each whole Warrant, an “Agent’s Warrant”), and each Agent’s Warrant is exercisable to acquire one additional Common Share (each, an “Agent’s Warrant Share”) for \$0.75 for a period of 24 months after the Closing.

The Agents received an aggregate advisory commission equal to 2.0% of the gross proceeds from the Offering, being \$70,751. In addition, the Company granted the Agents advisory options (the “Advisory Options”) equal to 2.0% of the total number of Special Warrants issued under the Offering being an aggregate of 156,369 Advisory Options. Each Advisory Option will entitle the holder thereof to purchase one Unit (an “Advisory Unit”) at an exercise price equal to \$0.45 for a period of 24 months from the Closing Date. Each Advisory Unit is comprised of one Agent’s Share and one-half of one Agent’s Warrant, and each Agent’s Warrant is exercisable to acquire one Agent’s Warrant Share for \$0.75 for a period of 24 months after the Closing.

PowerOne received cash commission of \$171,045, and 380,100 compensation options for introducing subscribers to the Company on the same terms as the Agents’ Compensation

Options disclosed above, which will be subject to a four month hold period from the Closing Date.

Prior to the filing of the Qualifying Prospectus and the automatic exercise of the Special Warrants, the securities issued under the Offering, and securities underlying the Compensation Options and Advisory Options, will be subject to a four month hold period from the Closing Date, in addition to any other restrictions under applicable law.

The securities being offered have not been, nor will they be, registered under the United States Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements.

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

Kelvin Lee, Chief Financial Officer
Telephone: 604.961.0296

Item 9. Date of Report

December 9, 2021

Cautionary Statement

This report contains certain forward-looking information and forward-looking statements within the meaning of applicable securities legislation (collectively “forward-looking statements”). The use of any of the word “will” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These forward-looking statements include, but are not limited to, the closing of the Offering as contemplated, or at all, the intended use of proceeds of the Offering, the filing of a Qualifying Prospectus to qualify the Units, and the Company’s ability to earn an additional interest in the Bonnie Claire Lithium Project. Such forward-looking statements should not be unduly relied upon. Actual results achieved may vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors. The Company believes the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct. The Company does not undertake to update these forward-looking statements, except as required by law.