

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

Item 1: Name and Address of Company

Nevada Lithium Resources Inc. (the "**Nevada Lithium**" or the "**Company**")
505 Burrard Street, Suite 1570
Vancouver, BC V7X 1M5

Item 2: Date of Material Change

February 24, 2023

Item 3: News Release

A news release was issued by the Company via Cision and filed on the Company's issuer profile on SEDAR at www.sedar.com.

Item 4: Summary of Material Change

On February 24, 2023, the Company announced the closing its previously announced non-brokered private placement offering of 38,530,000 Subscription Receipts (as defined below) at a price of \$0.125 per Subscription Receipt (the "**Issue Price**") for aggregate gross proceeds of \$5,120,998 (the "**Offering**").

Item 5.1: Full Description of Material Change

The Offering was undertaken in connection with the Company's previously announced consolidation of 100% ownership interest of the Bonnie Claire Lithium project (the "**Bonnie Claire Project**"), which is currently jointly held by Iconic Minerals Ltd. ("**Iconic**") and Nevada Lithium, by way of a court approved plan of arrangement (the "**Transaction**"). For further details regarding the Transaction, please refer to the press releases of the Company dated January 9, 2023 and January 23, 2023 available on SEDAR at www.sedar.com.

The Offering was comprised of: (A) concurrent non-brokered private placement financings completed by the Company and the Company's wholly-owned subsidiary, 1396483 B.C. Ltd. ("**Nevada MergeCo**"), whereby Nevada Lithium issued 14,780,000 Subscription Receipts (the "**Nevada Lithium Subscription Receipts**") at the Issue Price and Nevada MergeCo issued 23,750,000 Subscription Receipts (the "**Nevada MergeCo Subscription Receipts**") and together with the Nevada Lithium Subscription Receipts, the "**Subscription Receipts**") at the Issue Price; and (B) the issue and sale of promissory notes of Nevada Lithium (the "**Promissory Notes**") in the principal amount of \$304,748. The Nevada Lithium Subscription Receipts were issued pursuant to and are governed by the terms of a subscription receipt agreement dated February 24, 2023. The Nevada MergeCo Subscription Receipts were issued pursuant to and are governed by the terms of a subscription receipt agreement dated February 24, 2023.

The Subscription Receipts issued pursuant to the Offering will automatically convert, without payment of any additional consideration or further action on the part of the holder thereof, as follows: (i) each Nevada Lithium Subscription Receipt will be converted into one unit ("**Nevada Lithium Units**"), consisting of one common share of Nevada Lithium (a "**Nevada Share**") and one-half of one share purchase warrant of Nevada Lithium (each whole warrant, a "**Nevada Warrant**"); and (ii) each Nevada MergeCo Subscription Receipt shall be converted into one unit ("**Nevada MergeCo Units**"), consisting of one common share of Nevada MergeCo (a "**Nevada MergeCo Share**") and one-half of one share purchase warrant of Nevada MergeCo (each whole warrant, a "**Nevada MergeCo Warrant**"). Upon completion of the Transaction, each Nevada MergeCo Share and each Nevada MergeCo Warrant will be exchanged on a one-for-one basis for, respectively, Nevada Shares and Nevada Warrants. Following completion of the Transaction, Nevada Warrant will entitle the holder thereof to acquire one additional Nevada Share at a price of \$0.20 until the date that is 24 months following the closing

of the Transaction.

In connection with the issue and sale of the Promissory Notes, Nevada Lithium entered into debt conversion agreements with the holders of the Promissory Notes, providing for the conversion of the principal amounts owing under the Promissory Notes into Nevada Lithium Units upon closing of the Transaction.

PowerOne Capital Markets Limited and Primary Capital Inc., along with certain other eligible persons, acted as finders (collectively, the "**Finders**") in connection with the Offering. Nevada Lithium agreed to pay the Finders aggregate cash commissions of \$201,000, which will be payable upon closing of the Transaction. As additional consideration, the Finders will also receive an aggregate of 1,608,000 Finder warrants (the "**Finder Warrants**"). Each Finder Warrant will entitle the holder thereof to acquire one Nevada Lithium Unit at the Issue Price for a period of 24 months following closing of the Transaction.

The net proceeds from the Offering will be used for general corporate purposes following the completion of the Transaction.

The Offering constitutes a related party transaction within the meaning of Multilateral Instrument 61-101 ("**MI 61-101**") as certain officers and directors of the Company subscribed for Subscription Receipts pursuant to the Offering.

(a) Description of the transaction and its material terms:

Pursuant to the Offering, the Company issued 14,780,000 Subscription Receipts at the Issue Price for gross proceeds of \$1,847,500.

(b) Purpose and business reasons for the transaction:

The issuance of Subscription Receipts was completed in order to raise funds for general corporate purposes following the completion of the Transaction.

(c) Anticipated effect of the transaction on the Corporation's business and affairs:

The completion of the Offering increased the Company's available working capital, and the Company intends to use this increased working capital to fund general corporate purposes following completion of the Transaction.

(d) A description of:

i. the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

In connection with the Offering, an "insider" (within the meaning of applicable securities laws) of the Company (the "**Insider**") acquired an aggregate of 200,000 Subscription Receipts at the Issue Price for an aggregate purchase price of \$25,000.

ii. the anticipated effect of the transaction on the percentage of securities of the Company, or of an affiliated entity of the Company, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

Prior to the closing of the Offering, the Insider held 88,000 common shares in the capital of the Company and 14,000 common share purchase warrants of the Company. Following completion of the Offering, including the conversion of the Subscriber Receipts, the Insider will hold 288,000 common shares of the Company and 114,000 common share purchase warrants of the

Company, representing 0.46% of the Company's issued and outstanding common shares on an undiluted basis and 0.65% of the Company's issued and outstanding common shares on a partially diluted basis.

- (e) **Unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the Company for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:**

The Offering was approved by the directors of the Company through a written consent resolution passed on February 24, 2023.

- (f) **A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:**

Not applicable.

- (g) **Disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the Company that relates to the subject matter of or is otherwise relevant to the transaction:**

- i. **that has been made in the 24 months before the date of the material change report:**

Not applicable.

- ii. **the existence of which is known, after reasonable enquiry, to the Company or to any director or officer of the Company:**

Not applicable.

- (h) **The general nature and material terms of any agreement entered into by the Company, or a related party of the Company, with an interested party or a joint actor with an interested party, in connection with the transaction:**

The Insider acquired the Subscription Receipts pursuant to the terms of a subscription agreement.

- (i) **Disclosure of the formal valuation and minority approval exemptions, if any, on which the Company is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:**

The Company relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101 with respect to the Insider's participation in the Offering as the fair market value of the Subscription Receipts acquired by the Insider and the consideration paid by the Insider for the acquisition of the Subscription Receipts pursuant to the Offering, do not exceed 25% of the Company's market capitalization.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Stephen Rentschler, CEO
Phone: (604) 416-4099
Email: sr@nvlithium.com

Item 9: Date of Report

March 6, 2023