

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

**Name and Address of Company**

Nevada Lithium Resources Inc. (the "**Company**" or "**Nevada Lithium**")  
1500 – 1055 West Georgia Street  
Vancouver, British Columbia V6E 4B7

**Date of Material Change**

July 7, 2023

**News Release**

A news release announcing the material change was issued on July 10, 2023, through the facilities of Newsfile Corp., a copy of which has been filed under the Company's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**Summary of Material Change**

On July 10, 2023, the Company announced that the completion of the previously announced plan of arrangement under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), whereby Nevada Lithium acquired Iconic's (as defined below) 50% interest in the Bonnie Claire lithium project (the "**Bonnie Claire Project**") located in Nye County, Nevada (the "**Arrangement**"). Upon completion of the Arrangement, Nevada Lithium now holds a 100% interest in the Bonnie Claire Project. In connection with the completion of the Arrangement Nevada Lithium will receive the gross proceeds from the Concurrent Offerings (as defined below) totalling \$11,320,998, which included participation from several investors.

**Full Description of Material Change**

Summary of the Arrangement

The Arrangement was carried out pursuant to the terms of a definitive arrangement agreement dated March 24, 2023, as amended (the "**Arrangement Agreement**"), between Nevada Lithium, Iconic Minerals Ltd. ("**Iconic**"), a wholly-owned subsidiary of Nevada Lithium, 1406917 B.C. Ltd. ("**Nevada Lithium MergeCo**") and a wholly-owned subsidiary of Iconic, 1259318 B.C. Ltd. ("**Iconic MergeCo**").

In connection with the completion of the Arrangement, the parties carried out, among other things, the following:

- a) Iconic's 50% interest in the Bonnie Claire Project, that was previously held through Iconic's Nevada subsidiary, Bonaventure Nevada Inc., has been transferred to a newly incorporated Nevada subsidiary of Iconic MergeCo, Bonnie Claire Lithium Resources Corp.;
- b) Iconic filed articles of amendment in accordance with the BCBCA to amend its authorized share structure (the "**Iconic Capital Alteration**") to provide for the following:
  - (i) all of the issued and unissued common shares in the capital of Iconic (each, an "**Iconic Common Share**") were renamed and redesignated as "Class A common shares without par value", and the special rights and restrictions attached to those shares were varied to provide the holders thereof with two votes in respect of each share held;
  - (ii) a new class consisting of an unlimited number of "common shares without par value" was created (each, an "**Iconic New Common Share**") with terms and special rights and restrictions identical to those of the Iconic Common Shares immediately prior to the effective time of the Arrangement; and

- (iii) following the Iconic Share Exchange (as defined below), all of the issued Iconic Common Shares were cancelled and the authorized share structure of Iconic was altered by eliminating the Iconic Common Shares;
- c) each of the issued and outstanding Iconic Common Share (as renamed and redesignated Iconic Class A common shares) was exchanged for:
  - (i) one Iconic New Common Share; and
  - (ii) a fractional amount of an Iconic MergeCo share, such that after giving effect to the Iconic Share Exchange, each shareholder of Iconic held a proportionate interest in Iconic MergeCo, provided that Iconic retained a 10% interest in Iconic MergeCo (the "**Iconic Share Exchange**");
- d) Iconic MergeCo amalgamated with Nevada Lithium MergeCo and continued as one corporation under the BCBCA;
- e) Nevada Lithium issued an aggregate of 66,912,827 common shares as consideration for the Arrangement (the "**Consideration Shares**"), of which 60,221,528 Consideration Shares were received by the Iconic shareholders and 6,691,299 were received by Iconic, representing, in the case of the Iconic shareholders, 0.4082576248 Consideration Share for each one Iconic common share held;
- f) 1406923 B.C. Ltd. ("**Nevada Lithium Subco**") and 1396483 B.C. Ltd. ("**Nevada Lithium FinCo**") amalgamated and continued as one corporation under the BCBCA. Upon closing of the Arrangement, each Nevada Lithium FinCo common shares and each Nevada Lithium FinCo common share purchase warrant was exchanged on a one-for-one basis, respectively, for common shares in the capital of Nevada Lithium (the "**Nevada Lithium Shares**") and Nevada Lithium Warrants (as defined below);
- g) Nevada Lithium issued to Iconic an aggregate of 4,000,000 Nevada Lithium warrants, each of which entitle the holder thereof to purchase one Nevada Lithium Share for a period of two years from the closing of the Arrangement at an exercise price of \$0.20 per Nevada Lithium Share (the "**Nevada Lithium Warrants**");
- h) Nevada Lithium granted to certain eligible persons associated with Iconic an aggregate of 3,930,000 stock options, bearing the same terms as the Nevada Lithium stock options that were outstanding immediately prior to the completion of the Arrangement, including as to duration and exercise price;
- i) Nevada Lithium paid to Iconic a \$500,000 structuring fee and reimbursed certain expenses and contractual obligations of Iconic in respect of the Bonnie Claire Project arising prior to the effective date of the arrangement, including legal, contract management and other professional fees incurred by Iconic in connection with the Arrangement;
- j) the board of directors of Nevada Lithium was reconstituted to consist of five members, comprised of: Stephen Rentschler, Scott Eldridge, Richard Kern, Keturah Nathe and Jerry Wang; and
- k) Mr. Stephen Rentschler will continue to serve as CEO of Nevada Lithium; Mr. Richard Kern, the current CEO of Iconic, has been appointed the COO of Nevada Lithium; Mr. Kelvin Lee resigned as the CFO of Nevada Lithium and Ms. Catherine Lathwell was appointed as the CFO of Nevada Lithium in Mr. Lee's stead.

#### Concurrent Financings

In connection with the completion of the Arrangement, the gross proceeds totaling \$11,320,998, derived

from Nevada Lithium's February 24, 2023 non-brokered private placement of 36,680,000 subscription receipts ("**February Offering**") and Nevada Lithium's June 20, 2023 non-brokered private placement offering of 41,333,333 subscription receipts (the "**June Offering**" and together with the February Offering, the "**Concurrent Offerings**") were released from escrow and the subscription receipts issued pursuant to the February Offering (the "**February Subscription Receipts**") and the subscription receipts issued pursuant to the June Offering (the "**June Subscription Receipts**") were automatically converted into units of Nevada Lithium, as described in Nevada Lithium's press releases dated February 24, 2023 and June 20, 2023 respectively. PowerOne Capital Markets Limited acted as finder in connection with the Concurrent Offerings.

The holders of promissory notes of Nevada Lithium (the "**Promissory Notes**") in the principal amount of \$535,998 entered into debt conversion agreements whereby immediately prior to the closing of the Arrangement, the principal amount outstanding under the Promissory Notes was converted into units of Nevada Lithium on the same terms as the February Subscription Receipts.

Nevada Lithium intends to use the net proceeds from the February Offering and the June Offering for exploration activities at the Bonnie Claire Project as well as for working capital requirements and other general corporate purposes.

The securities distributed pursuant to the Arrangement, the February Offering and the June Offering have not and will not be registered under the U.S. Securities Act of 1933 or any U.S. state securities laws and may not be offered or sold in the United States unless the securities have been registered under the U.S. Securities Act of 1933 and any applicable state securities laws, or in compliance with the requirements of an exemption therefrom.

#### **Disclosure for Restructuring Transactions**

Not applicable

#### **Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

#### **Omitted Information**

Not applicable.

#### **Executive Officer**

For additional information with respect to this material change, please contact:

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#### **Date of Report**

July 17, 2023