

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Traction Uranium Corp. (the “**Company**”)
100 - 521 3rd Avenue SW
Calgary, AB T2P 3T3

Item 2 Date of Material Change

May 9, 2023

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Globe Newswire on May 11, 2023, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced it has closed the second tranche and final tranche of a non-brokered private placement (the “**Final Tranche**”) for aggregate gross proceeds of approximately C\$2,539,940.40. The Company issued 5,644,312 flow-through units (each, a “**Flow-Through Unit**”) on an oversubscribed basis at a price of C\$0.45 per Flow-Through Unit. Each Flow-Through Unit consists of one (1) common share (each, a “**FT Share**”) and one half (1/2) common share purchase warrant (each, a “**FT Warrant**”). Each whole FT Warrant is exercisable into one (1) common share of the Company (each a “**Share**”) at an exercise price of C\$0.55 for a period of two years from the date of issue.

The Company will use the proceeds from the issuance of the FT Shares to incur “Canadian exploration expenses” as such term is defined in the *Income Tax Act* (Canada).

In connection with closing of the Final Tranche, the Company paid finder’s fees in the aggregate of \$125,399.41 in cash and issued 271,966 finder’s warrants (each, a “**Finder’s Warrant**”). Each Finder’s Warrant is exercisable into one (1) Share at an exercise price of C\$0.55 for a period of two years from the date of issue.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

The Company announced it has closed the second and final tranche of a non-brokered private placement offering of units and flow-through units of the Company (the “**Offering**”). The Offering, initially announced on April 12, 2023, comprised both units of the Company (the “**Units**”) and flow-through units of the Company (the “**FT Units**”).

On April 20, 2023, the Company announced it had closed the first tranche of the Offering issuing 3,050,000 Units of the Company at a price of \$0.40 per Unit for aggregate gross proceeds of \$1,220,000. Each Unit consisted of one (1) common share in the capital of the Company (each, a “**Share**”) and one-half (1/2) common share purchase warrant, whereby each whole common share purchase warrant (a “**Warrant**”) is exercisable into one (1) Share at an exercise price of \$0.55 until April 20, 2025, being the date that is 24 months from the date of issue.

In closing the second and final tranche of the Offering, the Company has issued 5,644,312 FT Units on an oversubscribed basis at a price of \$0.45 per FT Unit for gross proceeds of \$2,539,940.40 (the “**FT Proceeds**”). Each FT Unit consists of one (1) common share in the capital of the Company that qualifies as a “flow-through share” as defined in the subsection 66(15) of the *Income Tax Act* (Canada) (the “**Tax Act**”), and one-half (1/2) Warrant, whereby each whole Warrant is exercisable into one (1) Share at an exercise price of \$0.55 until May 9, 2025, being the date that is 24 months from the date of issue.

The net proceeds from the sale of the Units are intended to be used for general and administrative expenditures as well as non-flow-through exploration and evaluation expenditures. The Company will use an amount equal to the FT Proceeds, pursuant to the provisions in the Tax Act to incur eligible “Canadian exploration expenses” that qualify as “flow-through critical mineral mining expenditures” as both terms are defined in the *Income Tax Act* (Canada) (the “**Qualifying Expenditures**”) related to the Company's projects in Saskatchewan, on or before December 31, 2024, and to renounce all the Qualifying Expenditures in favour of the subscribers of the FT Units effective December 31, 2023. If the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify each FT Unit subscriber for any additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures as agreed.

In connection with closing the second and final tranche, the Company incurred aggregate cash finder's fees of \$125,399.41 and issued a total of 271,966 finder's warrants (each, a “**Finder's Warrant**”). Each Finder's Warrant is exercisable into one (1) Share at an exercise price of C\$0.55 until May 9, 2025, being the date that is two years from the date of issue.

All securities issuable in connection with the second and final Tranche are subject to a statutory hold period, in accordance with applicable securities laws, of four months and one day from the date of issue, expiring September 10, 2023.

The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States absent registration or available exemptions from such registration requirements.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

The report is not being filed on a confidential basis.

Item 7 Omitted Information

No information has been omitted.

Item 8 Executive Officer

For further information, please contact Lester Esteban, Chief Executive Officer of the Company, at (604) 561-2687 or info@tractionuranium.com.

Item 9 Date of Report

June 7, 2023