

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

StrategX Elements Corp.
#514 – 55 Water Street
Vancouver, BC V6B 1A1

Item 2. Date of Material Change

January 3, 2023

Item 3. News Release

A news release dated and issued January 3, 2023, at Vancouver, British Columbia through Newsfile and SEDAR.

Item 4. Summary of Material Change

StrategX Announces Closing of Non-Brokered Private placement of Flow-Through Shares and Non-Flow Through Share Units

Item 5. Full Description of Material Change

See news release, a copy of which is attached hereto.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Darren Bahrey, President & CEO
Telephone: 604-379-5515

Item 9. Date of Report

January 3, 2023.

NEWS RELEASE

StrategX Announces Closing of Non-Brokered Private placement of Flow-Through Shares and Non-Flow Through Share Units

Vancouver, Canada, January 3, 2023 – **StrategX Elements Corp.** (CSE: STGX) (“**StrategX**” or the “**Company**”) announces that it has closed a non-brokered private placement (the “**Private Placement**”) by issuing 1,200,000 flow-through shares (“**FT Shares**”) at a price of \$0.30 per FT Share for gross proceeds of \$360,000, and 63,600 non-flow-through share units (“**NFT Units**”) at a price of \$0.25 per NFT Unit for gross proceeds of \$15,900. In relation to the NFT Units, the Company issued 31,800 common share purchase warrants, each entitling the holder to purchase a non-flow-through common share of the Company for \$0.40 per share until December 30, 2025. The Company paid finder’s fees of \$21,600. All securities issued at closing are subject to a hold period expiring May 1, 2023, in accordance with applicable securities laws and the policies of the CSE.

An officer of the Company (the “**Insider**”) participated in the Private Placement and purchased 33,600 NFT Units. Participation by the Insider in the Private Placement is considered a “related party transaction” pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with the Insider's participation in the Private Placement in reliance of sections 5.5(a) and 5.7(a) of MI 61-101, respectively, on the basis that participation in the Private Placement by the Insider did not exceed 25% of the fair market value of the Company’s market capitalization. The Company did not file a material change report at least 21 days prior to the closing of the Private Placement as the Insider’s participation had not been confirmed at that time.

About StrategX

StrategX is a new Canadian-based exploration company on a mission to make discoveries in critical energy metals in northern Canada and contribute towards a sustainable energy economy. The Company’s property portfolio of 5 stand-alone projects is situated on the East Arm of the Great Slave Lake, Northwest Territories and the Melville Peninsula, Nunavut. The Company’s first-mover land position in underexplored regions provides a unique opportunity for investors to be part of multiple discoveries and the creation of new districts hosting metals required in the transition towards green energy. [Click here to check out our 30-second video clip on StrategX.](#)

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On Behalf of the Board of Directors

Darren G. Bahrey
CEO, President & Director

For further information, please contact:

StrategX Elements Corp.
Email: info@strategxcorp.com
Phone: 1-855-787-2849 (toll-free)

For further information about the Company, please visit our website at www.strategxcorp.com

Neither the Canadian Securities Exchange nor its regulations services accept responsibility for the adequacy or accuracy of this release.

Disclaimer for Forward-Looking Information

All statements included in this press release that address activities, events, or developments that the Company expects, believes, or anticipates will or may occur in the future are forward-looking statements. These forward-looking statements involve numerous assumptions made by the Company based on its experience, perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. In addition, these statements involve substantial known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections, and other forward-looking statements will prove inaccurate, certain of which are beyond the Company's control. Readers should not place undue reliance on forward-looking statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after the date hereof or revise them to reflect the occurrence of future unanticipated events.

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