

**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**

August 14, 2023

**Item 3. News Release**

A news release dated and issued August 14, 2023, at Vancouver, British Columbia through Newsfile and SEDAR.

**Item 4. Summary of Material Change**

StrategX Elements Corp. Announces Non-Brokered Private Placement

**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**

August 14, 2023.



## NEWS RELEASE

### StrategX Elements Corp. Announces Non-Brokered Private Placement

*Not for distribution to the United States newswire services or dissemination in the United States.*

Vancouver, Canada, August 14, 2023 – **StrategX Elements Corp.** (CSE: STGX) (“**StrategX**” or the “**Company**”), intends to complete a non-brokered private placement to raise gross proceeds up to \$1,000,000 (the “**Offering**”). The Offering will be comprised of a combination of (i) flow-through common shares (each an “**FT Share**”) to be sold at \$0.25 per FT Share, and (ii) non-flow-through units (each an “**NFT Unit**”) to be sold at \$0.20 per NFT Unit. Each NFT Unit will be comprised of one non-flow-through common share and one common share purchase warrant entitling the holder to purchase one non-flow-through common share of the Company for \$0.30 per share for a period of three years. The exact number of FT Shares and NFT Units sold will be determined at closing.

The Units and FT Shares will be offered to qualified purchasers in reliance upon exemptions from prospectus and registration requirements of applicable securities legislation. A finder’s fee may be paid to eligible finders in relation to this financing, subject to compliance with applicable securities laws and the policies of the Canadian Securities Exchange.

The Units and FT shares will be subject to a four-month-and-one-day hold period under securities laws in Canada. The gross proceeds received from the sale of the FT Shares will be used to incur Canadian exploration expenses on its projects in Nunavut and Northwest Territories before December 31, 2024. The Company will renounce qualifying expenditures to subscribers of FT Shares for the calendar year ending December 31, 2023. The net proceeds received from the sale of the NFT Units will be used for general working capital.

#### **About StrategX**

StrategX is a Canadian-based exploration company focused on discovering energy transition metals in northern Canada. With five strategic projects situated on the East Arm of the Great Slave Lake, Northwest Territories and the Melville Peninsula, Nunavut, we’re leading discovery in untapped regions. This first-mover advantage in underexplored regions presents a unique opportunity for investors to be part of multiple discoveries and the development of new districts for critical metals essential for the global green energy shift. For updates and the latest insights, explore our [Investor Portal](#).

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the “1933 Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registration is available.*

55 Water Street, Unit 514  
Vancouver, BC V6B 1A1  
778-231-2767

[info@strategxcorp.com](mailto:info@strategxcorp.com)  
[www.strategxcorp.com](http://www.strategxcorp.com)

## On Behalf of the Board of Directors

Darren G. Bahrey  
CEO, President & Director

### For further information, please contact:

StrategX Elements Corp.  
[info@strategXcorp.com](mailto:info@strategXcorp.com)  
Phone: 778.231.2767

For further information about the Company, please visit our website at [www.strategXcorp.com](http://www.strategXcorp.com)

*Neither the Canadian Securities Exchange nor its regulation 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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