

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 21, 2023

Item 3. News Release

A news release dated and issued August 21, 2023, at Vancouver, British Columbia through Newsfile and SEDAR.

Item 4. Summary of Material Change

StrategX Announces First Tranche Closing of 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 21, 2023



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

NEWS RELEASE

StrategX Announces First Tranche Closing of Non-Brokered Private Placement

Vancouver, Canada, August 21, 2023 – **StrategX Elements Corp.** (CSE: STGX) (“**StrategX**” or the “**Company**”) announces that it has closed the first tranche (the “**First Tranche**”) of its previously announced non-brokered private placement (the “**Private Placement**”). Under the First Tranche, the Company has issued 440,000 flow-through shares (“**FT Shares**”) for gross proceeds of \$110,000, and 300,000 non-flow-through share units (“**NFT Units**”) for gross proceeds of \$60,000. In connection with the First Tranche, the Company paid a total of \$6,000 as finder’s fees. All securities issued under the First Tranche are subject to a hold period expiring December 22, 2023, in accordance with applicable securities laws and the policies of the CSE.

This First Tranche comprises the initial portion of the Private Placement under which the Company is selling FT Shares at a price of \$0.25/FT Share and NFT Units at a price of \$0.20/NFT Unit. Each NFT Unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable for one common share at a price of \$0.30/share for a period of three years from the date of issue. For further details of the Private Placement, refer to the Company’s recently announced press release dated August 14, 2023.

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.

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](#).

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778-231-2767
info@strategxcorp.com
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
Phone: 778.231.2767

For further information about the Company, please visit our website at 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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