

**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**

June 25, 2024

**Item 3. News Release**

A news release dated and issued June 25, 2024, through Newsfile and SEDAR+.

**Item 4. Summary of Material Change**

StrategX Elements Corp. completes \$4.5M charity flow-through 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**

June 25, 2024



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

## NEWS RELEASE

### StrategX Elements Corp. Completes \$4.5 Million Charity FT Private Placement

Vancouver, Canada, June 25, 2024 – **StrategX Elements Corp.** (CSE: STGX) (“**StrategX**” or the “**Company**”), is pleased to announce the successful completion of its previously announced \$4,500,000 charity flow-through private placement (the “**Charity FT Financing**”). No warrants or finder’s fees were issued or paid in conjunction with this financing.

The **Charity FT Financing**, closed on June 24, 2024, involved the issuance of 15,000,000 common shares (the “**Charity FT Shares**”) priced at \$0.30 per share, generating gross proceeds of \$4,500,000. These funds will be dedicated to funding “Canadian exploration expenses” qualifying as “flow-through critical mineral mining expenditures,” pursuant to the Income Tax Act (Canada), related to StrategX’s properties by December 31, 2025. The Company will renounce all Qualifying Expenditures in favour of Charity FT Shares subscribers effective December 31, 2024. All Charity FT Shares issued under the Charity FT Financing are subject to a hold period expiring October 25, 2024, in accordance with applicable securities laws in Canada and the policies of the Canadian Securities Exchange (“**CSE**”).

Northern Exposure Minerals LP (“**Northern Exposure**”), a Nevada Limited Partnership, acted as the sole back-end purchaser, thereby acquiring approximately 28.5% of the issued shares of StrategX on a non-diluted basis, resulting in the creation of a new control person under Canadian securities laws and CSE policies. As such, this transaction necessitated shareholder approval under CSE policies, which has been obtained by way of written consent, as permitted under CSE policies, from shareholders holding approximately 77.5% of the Company’s issued shares.

Prior to the closing of the Charity FT Financing, Northern Exposure did not hold any securities of the Company. Following the acquisition of 15,000,000 common shares under the Charity FT Financing, Northern Exposure now possesses 15,000,000 common shares, constituting approximately 28.5% of StrategX’s outstanding shares on a non-diluted basis. Northern Exposure does not hold any convertible securities of the Company. The acquired 15,000,000 common shares are held strictly for investment purposes. Northern Exposure reserves the right to acquire additional securities of StrategX or to divest its holdings (via market or private transactions) as deemed appropriate. Interested parties can access a related early warning report through the Company’s profile on the SEDAR+ website ([www.sedarplus.ca](http://www.sedarplus.ca)) or by contacting Northern Exposure at 3275 South Jones Blvd, Suite 104, Las Vegas, Nevada, 89146.

Darren Bahrey, President and CEO of StrategX, commented “*Thanks to the ongoing support we received from the Company’s shareholders, as evidenced by an overwhelming approval to the*

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)

*creation of the new control person under this financing. I would like to welcome Northern Exposure as our newest shareholder. StrategX is now sufficiently financed to execute substantial exploration programs on the Company's properties in northern Canada. The StrategX team is eager to commence the newly funded drill program on the Nagvaak property. We look forward to providing updates as we advance what we believe are exceptional discovery targets which hold significant deposit potential for critical metals."*

*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 critical metals in northern Canada. With five projects strategically situated on the East Arm of the Great Slave Lake, Northwest Territories and the Melville Peninsula, Nunavut, we're leading exploration 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](#).

## **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.*