

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

MAX Power Mining Corp. (the “**Company**”)
501 - 3292 Production Way, Burnaby, BC V5A 4R4

Item 2: Date of Material Change

November 7, 2024

Item 3: News Release

A news release announcing the material change was issued on November 7, 2024, through GlobeNewswire and a copy was subsequently filed on SEDAR+.

Item 4: Summary of Material Change

On November 7, 2024, the Company announced it had appointed Mr. Mansoor Jan as Chief Executive Officer (CEO) and director. Mr. Ravinder Mlait, the former CEO was appointed to Corporate Development and resigned from the Board of Directors of the Company.

Item 5.1: Full Description of Material Change

See Schedule “A” attached hereto.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

No information was omitted.

Item 8: Executive Officer

Contact: Bryan Loree
Title: CFO
Telephone: (778) 655-9266
Email: info@maxpowermining.com

Item 9: Date of Report

November 7, 2024

MAX Power Makes Strategic Management Move to Accelerate Natural Hydrogen Opportunities

VANCOUVER, B.C. (November 7, 2024) – MAX Power Mining Corp. (**CSE: MAXX; OTC: MAXXF; FRANKFURT: 89N**) (“**MAX Power**” or the “**Company**”) is pleased to announce that Mr. Mansoor Jan, an 18-year mining industry executive with extensive experience in various roles at BHP Australia, BHP Chile and Rio Tinto, has been appointed as the new CEO of MAX Power, effective immediately. This leadership change comes as the Company realigns its strategy to fully capitalize on what it sees as a rapidly growing Natural Hydrogen opportunity in Saskatchewan.

Mr. Rav Mlait, the Company’s Founding CEO, takes on a new role in Corporate Development that will include a focus on Natural Hydrogen opportunities elsewhere in Canada and the United States, and strategic options related to the Company’s Willcox Lithium Project where a drilling discovery was confirmed earlier this year.

Mr. Jan commented: *“Having witnessed first-hand the Natural Hydrogen boom in southern Australia, and learning about Saskatchewan’s prospectivity as a North American leader in Natural Hydrogen, I am elated and honoured to join MAX Power as CEO at this critical stage in the Company’s young history. It was brilliant forward thinking on Rav’s part to get MAX Power positioned in Natural Hydrogen earlier this year, and he has positioned the Company and shareholders in a highly favorable way. I’m confident, with my many years of experience in the resource sector with BHP and Rio Tinto, and my capital markets background, that I can help take MAX Power to the next level where it becomes a globally recognized success story in Natural Hydrogen.”*

Mr. Jan added, *“I’ll be visiting Saskatchewan shortly. I’m looking forward to working closely with Mr. Neil McMillan, our Senior Strategic Advisor, to drive various initiatives that further enhance our efforts in a province that has the potential to become a world leader in Natural Hydrogen. Saskatchewan could be Australia on steroids when it comes to Natural Hydrogen.”*

Mr. Mlait commented: *“Mansoor brings a strong new dynamic to MAX Power at just the right time, and is a great complement to the broader team we have assembled. Adapting quickly and further strengthening our team like this is essential given the rapidly building momentum around Natural Hydrogen.”*

Mr. Jan has also been appointed to the Board of Directors of MAX Power, replacing Mr. Mlait who has stepped off the Board, with the plan to add a fifth Board member in the near future.

Mr. Jan is an Australian resident with an extensive background in the mining sector and in the capital markets. Throughout his career, Mr. Jan has held key roles in various organizations, including BHP and Rio Tinto, advancing projects in multiple countries. In particular, at BHP, he managed business planning activities, capital prioritization, mine operation, technology delivery and business development, and spearheaded business improvement activities, co-ordinating activities across

Chile and Australia. Mr. Jan holds a BA and an MSc in economics and a Master of Commerce from University of New South Wales in Australia.

Natural Hydrogen Video

Learn more about Natural Hydrogen by clicking on the following link:

<https://vimeo.com/953002092/d6f8574ba4>

MAX Power Natural Hydrogen Deck

Learn more about MAX Power's push into North America's Natural Hydrogen sector by clicking on the following link:

<https://www.maxpowermining.com/Presentations/MAXPower-NaturalHydrogen.pdf>

MAX Power Corporate Presentation

Click on the following link to view MAX Power's Corporate Deck:

<https://maxpowermining.com/Presentations/MAXPower-Corporate.pdf>

About MAX Power Mining

MAX Power is an innovative mineral exploration company focused on North America's shift to decarbonization. MAX Power is a first mover in the rapidly growing Natural Hydrogen sector, through strategic alliances with Calgary-based Chapman Hydrogen & Petroleum Engineering Ltd., and European-based Larin Engineering HHC. MAX Power also holds a portfolio of properties in the United States and Canada focused on critical minerals. These properties are highlighted by a recent diamond drilling discovery at the Willcox Playa Lithium Project in southeast Arizona.

On behalf of the Board of Directors,

Mansoor Jan, CEO
MAX Power Mining Corp.

MarketSmart Communications
Tel: 877-261-4466

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Forward-Looking Statement Cautions

This press release contains certain "forward-looking statements" within the meaning of Canadian securities legislation, and any legislation specifically relating to natural hydrogen, exploration and acquisition of natural hydrogen properties; ability to locate, discover and/or extract natural hydrogen from the subsurface; commentary as it relates to the opportune timing to carry out natural hydrogen exploration; and any anticipated increasing demand for natural hydrogen; any results and updates thereto as it relates to any future drill program, and the funding of that program; and upcoming press releases by the Company. The Company has filed permit applications to the Saskatchewan government and there are no assurances that all or any of the permit applications will be accepted or granted to the Company. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts. They are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "interpreted", "intends", "estimates", "projects", "aims", "suggests", "often", "target", "future", "likely", "pending", "potential", "goal", "objective", "prospective", "possibly", "preliminary", and similar expressions, or that events or conditions "will", "would", "may", "can", "could" or "should" occur, or are those statements, which, by their nature, refer to future events. The Company cautions that forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made, and they involve number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Except to the extent required by applicable securities laws and the policies of the CSE, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors,

should change. Factors that could cause future results to differ materially from those anticipated in these forward-looking statements include risks associated with possible accidents and other risks associated with exploration operations, the risk that the Company will encounter unanticipated geological factors, risks associated with the interpretation of drill program results, the possibility that the Company may not be able to secure permitting and other governmental clearances necessary to carry out its exploration plans, the risk that the Company will not be able to raise sufficient funds to carry out its business plans, and the risk of political uncertainties and regulatory or legal changes that might interfere with the Company's business and prospects. The reader is urged to refer to the Company's Management's Discussion and Analysis, publicly available through the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca for a more complete discussion of such risk factors and their potential effects.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.