

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

December 2, 2024

Item 3: News Release

A news release announcing the material change was issued on Dec 2, 2024, through GlobeNewswire and a copy was subsequently filed on SEDAR+.

Item 4: Summary of Material Change

On December 2, 2024, the Company announced it had closed a non-brokered private placement (originally announced on November 21, 2024 and increased on November 26, 2024). Pursuant to the offering (the "Offering") the Company issued an aggregate of 6,000,000 units (the "Units") at a price of \$0.20 per Unit for gross proceeds to MAX Power of \$1,200,000.

Terms

Each Unit will consist of one common share in the capital of the Company and one-half of one non-transferable common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each whole Warrant will be exercisable to acquire one share at an exercise price of \$0.30 per share for a period of 24 months from the date of issuance, subject to an acceleration right.

The Offering was made to purchasers who are residents in each of the Provinces of Canada, except Quebec, pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions (the "Exemption").

Acceleration Clause

If, at any time after the date of issuance of the Warrant, the closing price of the Company's common shares on the CSE (or such other stock exchange on which the common shares may be traded from time to time) is at or above C\$0.45 per share for a period of 10 consecutive trading days (the "Triggering Event"), in which event the Company may, within 5 days of the Triggering Event, accelerate the expiry date of the Warrants by giving notice thereof to the holders of the Warrants, by way of news release, and in such case the Warrants will expire on the first day that is 30 calendar days after the date on which such notice is given by the Company announcing the Triggering Event and all rights of holders of such Warrants shall be terminated without any compensation to such holder.

Use of Proceeds

The Company plans to use the net proceeds of this financing for exploration, evaluation and potential acquisition of additional properties, general and administrative expenses

which will include funds for marketing and investor relations fees, and cash for working capital.

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

December 2, 2024

MAX Power Closes \$1.2 Million Private Placement

VANCOUVER, Canada (December 2, 2024) - MAX Power Mining Corp. (CSE: MAXX; OTC: MAXXF; FRANKFURT: 89N) (“MAX Power” or the “Company”) reports that it closed the previously announced non-brokered private placement (originally announced on November 21, 2024 and increased on November 26, 2024). Pursuant to the offering (the "Offering") the Company issued an aggregate of 6,000,000 units (the "Units") at a price of \$0.20 per Unit for gross proceeds to MAX Power of \$1,200,000.

Mr. Mansoor Jan, MAX Power CEO, commented: *“We welcome new strategic investors to MAX Power and we thank all shareholders for their continued support of an increasingly prolific opportunity in the Natural Hydrogen space with our sharp focus on Saskatchewan. I’m returning to the province the week of December 9 as we further advance important initiatives on multiple fronts.”*

Private Placement Terms

Each Unit will consist of one common share in the capital of the Company and one-half of one non-transferable common share purchase warrant (each whole common share purchase warrant, a “Warrant”). Each whole Warrant will be exercisable to acquire one share at an exercise price of \$0.30 per share for a period of 24 months from the date of issuance, subject to an acceleration right.

Acceleration Clause

If, at any time after the date of issuance of the Warrant, the closing price of the Company’s common shares on the CSE (or such other stock exchange on which the common shares may be traded from time to time) is at or above C\$0.45 per share for a period of 10 consecutive trading days (the “Triggering Event”), in which event the Company may, within 5 days of the Triggering Event, accelerate the expiry date of the Warrants by giving notice thereof to the holders of the Warrants, by way of news release, and in such case the Warrants will expire on the first day that is 30 calendar days after the date on which such notice is given by the Company announcing the Triggering Event and all rights of holders of such Warrants shall be terminated without any compensation to such holder.

Use of Proceeds

The Company plans to use the net proceeds of this financing for exploration, evaluation and potential acquisition of additional properties, general and administrative expenses which will include funds for marketing and investor relations fees, and cash for working capital.

Additional Details

The Offering was made to purchasers who are residents in each of the Provinces of Canada, except Quebec, pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - *Prospectus Exemptions* (the "Exemption").

In accordance with the Exemption and applicable Canadian securities laws, the securities issued pursuant to the Offering are not subject to any statutory hold period.

The amended and restated offering document (the “Offering Document”) related to the Offering can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at: www.MaxPowerMining.com.

In connection with the Offering, the Company paid finder's fees consisting of (i) cash finder's fees of \$24,710 and (ii) 123,550 finder warrants ("Finder's Warrant") issued pursuant to the Offering, exercisable at a price of \$0.30 per common share for a period of 24 months following the closing date of the Offering which will also be subject to the above acceleration clause. The Finder's Warrants will be subject to a hold period of four months.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "1933 Act") or under any U.S. state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act, as amended, and applicable state securities laws.

Stock Option Grant

The Company has granted a total of 700,000 stock options to a director and a consultant of the Company. 400,000 stock options will have an expiry of 3 years and an exercise price of \$0.25 cents. 300,000 stock options will have an expiry of 3 years and an exercise price of \$0.35 cents.

About MAX Power

MAX Power is an innovative mineral exploration company focused on North America's shift to decarbonization. MAX Power has made an early entry 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 at 877-261-4466.

Company Contact info@maxpowermining.com, 778-655-9266

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Forward-Looking, Cautionary Statements

This press release contains forward looking statements within the meaning of applicable securities laws. The use of any of the words "anticipate", "plan", "continue", "expect", "estimate", "objective", "may", "will", "project", "should", "predict", "potential" and similar expressions are intended to identify forward looking statements. In particular, this press release contains forward looking statements concerning, without limitation, statements relating to the Offering (including with respect to the timing and closing of the Offering); use of proceeds of the Offering; securing additional exploration and development claims; the exploration and development of the Company's claims and properties and the potential value of such properties to the Company and its shareholders. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company cannot give any assurance that they will prove correct. Since forward looking statements address future events and conditions, they involve inherent assumptions, risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of assumptions, factors and risks. These assumptions and risks include, but are not limited to, assumptions and risks associated with the receipt of regulatory or shareholder approvals, and risks related to the state of financial markets or future metals prices.

Management has provided the above summary of risks and assumptions related to forward looking statements in this press release in order to provide readers with a more comprehensive perspective on the Company's future operations. The Company's actual results, performance or achievement could

differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. These forward-looking statements are made as of the date of this press release, and, other than as required by applicable securities laws, the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

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