

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

**Blanton Resources Corp.**  
200 - 551 Howe Street  
Vancouver, BC V6C 2C2

**Item 2. Date of Material Change**

November 9, 2023

**Item 3. News Release**

The news release was disseminated by Stockwatch on November 10, 2023.

**Item 4. Summary of Material Change**

Blanton Resources Corp. (the "Company") has issued its first tranche of shares under the terms of its share purchase option agreement to acquire American Brines Lithium Corp. ("ABLC").

ALBC which owns American Brines LLC, its wholly owned U.S. subsidiary, holds the Black Rock South lithium brine project, located in Washoe county, Nevada.

**Item 5. Full Description of Material Change**

The Company has issued its first tranche of shares under the terms of its share purchase option agreement to acquire American Brines Lithium Corp.

The Company entered into a share purchase option agreement dated September 13, 2023, among the Company, ABLC and the shareholders of ABLC pursuant to which the Company has agreed to acquire all the issued and outstanding shares of ABLC from the ABLC shareholders. As consideration under the agreement, the Company has agreed to issue 10,485,015 common shares (the "Shares") to the ABLC shareholders at a deemed price of \$0.10 per common share, issuable as follows:

- (i) 3,495,005 Shares on signing (which have now been issued);
- (ii) 3,495,005 Shares on the first anniversary of the agreement (at Company's Option); and
- (iii) 3,495,005 Shares on the second anniversary of the agreement (at the Company's Option).

The Company may in its sole discretion, abandon the property and will not be required to issue any Shares that have not become due for issuance prior to the time of abandonment. If such abandonment occurs prior to the issuance of all Shares, the Company, upon request, will return its respective portion of common shares in ABLC s back to the requesting former ABLC shareholder.

The securities issued under this transaction will be subject to resale restrictions for a period ending four months and one day from the date of issuance.

The transaction is subject to the approval of the Canadian Securities Exchange. The transaction as proposed, is an arm's-length transaction for the Company, and does not constitute a fundamental change or result in a change of control of the Company, within the meaning of the policies of the CSE.

**Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

**Michael Dake**  
Chief Executive Officer  
(604) 683-8610

**Item 9. Date of Report**

November 20, 2023