

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Company

POWR Lithium Corp. (the "Issuer")
9th Floor, 1021 West Hastings Street
Vancouver, BC V6E 0C3

Item 2 Date of Material Change

July 21, 2023

Item 3 News Release

The news release dated July 21, 2023 concerning the material changes described herein was disseminated through Stockwatch on July 21, 2023 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Issuer closed its previously announced non-brokered private placement, issuing 3,500,000 shares of the Issuer ("**Shares**") at a price of \$0.10 per Share for aggregate gross proceeds of \$350,000.00 (the "**Private Placement**").

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Issuer closed its previously announced non-brokered private placement, issuing 3,500,000 Shares of the Issuer at a price of \$0.10 per Share for aggregate gross proceeds of \$350,000.00.

The net proceeds of the Private Placement will be used to pay outstanding liabilities and for general working capital purposes.

All Shares issued pursuant to the Private Placement are subject to a four-month-and-one day statutory hold period, expiring November 22, 2023, in accordance with applicable Canadian securities law. The Company did not pay any finder's fees in connection with the Private Placement.

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

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Patrick Morris
Chief Executive Officer
pat@powrlithium.com

Item 9 Date of Report

July 24, 2023.

Forward-Looking Information

Certain statements included in this material change report constitute forward-looking information or statements (collectively, “forward-looking statements”), including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend”, “may”, “should” and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts but reflect current expectations regarding future results or events. This material change report contains forward looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. Any statements about the Company’s business plans and use of proceeds, the Company’s ability to receive necessary regulatory and stock exchange approvals in connection therewith and the terms associated therewith. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including, anticipated costs, and the ability to achieve its goals.

Factors that could cause the actual results to differ materially from those in the forward-looking statements include, failure to obtain regulatory approval, the continued availability of capital and financing, and general economic, market or business conditions, changes in legislation and regulations, increase in operating costs, equipment failures, failure of counterparties to perform their contractual obligations, litigation, the loss of key directors, employees, advisors or consultants and fees charged by service providers. Forward-looking statements contained in this material change report are expressly qualified by this cautionary statement. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the listing of the common shares of the Company upon completion of the Offering will occur. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Readers should not place undue reliance on the Company’s forward-looking statements.