

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

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

POWR Lithium Corp. (“**POWR**” or the “**Company**”)  
9<sup>th</sup> Floor, 1021 West Hastings Street  
Vancouver, BC V6E 0C3

**Item 2. Date of Material Changes**

September 28, 2023

**Item 3. News Release**

The Company issued a news release on September 29, 2023 relating to the material change, which was disseminated through Stockwatch and subsequently filed on SEDAR.

**Item 4. Summary of Material Change**

On September 28, 2023, the Company closed a non-brokered private placement, pursuant to which the Company issued 10,000,000 units (the “**Units**”) of the Company at a price of \$0.20 per Unit for gross proceeds of \$2,000,000 (the “**Private Placement**”).

Each Unit consists of one common share of the Company (each, a “**Share**”) and one-half of one Share purchase warrant (each whole warrant, a “**Warrant**”). Each whole Warrant entitles the holder thereof to purchase one additional Share at an exercise price of \$0.40 until September 27, 2025.

Concurrently with the Private Placement, the Company entered into certain debt settlement agreements (the “**Debt Settlement Agreements**”) with certain consultants of the Company, including Enermetal Ventures Inc. (a company controlled by Patrick Morris), whereby the Company has settled aggregate indebtedness totalling \$142,750 in consideration for 713,750 units (the “**Debt Settlement Units**”), which Debt Settlement Units were issued at a deemed price of \$0.20 per Debt Settlement Unit on the same terms as the Units.

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

On September 28, 2023, the Company closed the Private Placement, pursuant to which the Company issued 10,000,000 Units at a price of \$0.20 per Unit for gross proceeds of \$2,000,000.

Each Unit consists of one Share and one-half of one Warrant. Each whole Warrant entitles the holder thereof to purchase one additional Share at an exercise price of \$0.40 until September 27, 2025.

The Company paid finder’s fees to certain arms-length brokerage firms (collectively, the “**Finders**”) in connection with the closing of the Private Placement, in the aggregate amount of \$73,003. The Company also issued to the Finders an aggregate of 427,777 Share purchase warrants (each, a “**Finders Warrant**”), which Finders Warrants are exercisable on the same terms as the Warrants.

The net proceeds from the Private Placement are expected to be used primarily to fund general working capital purposes, for exploration and technical work and for marketing and investors relations activities.

All securities issued under the Private Placement are subject to a four month and one day hold period expiring on January 29, 2024, in accordance with applicable Canadian securities law.

Concurrently with the Private Placement, the Company entered into the Debt Settlement Agreements with certain consultants of the Company, including Enermetal Ventures Inc. (a company controlled by Patrick Morris), whereby the Company has settled aggregate indebtedness totalling \$142,750 in consideration for 713,750 Debt Settlement Units, which Debt Settlement Units were issued at a deemed price of \$0.20 per Debt Settlement Unit on the same terms as the Units. These settlements will allow the Company to allocate more of its resources towards operations.

Enermetal Ventures Inc., a holding company controlled by Patrick Morris (an officer of the Company) acquired 196,875 Debt Settlement Units for a deemed aggregate price of \$39,375 pursuant to the relevant Debt Settlement Agreement between the Company and Enermetal Ventures Inc. (the “**Enermetal Agreement**”). As of the date of this report, Patrick Morris holds 0.65% of the issued and outstanding Common Shares and 0.85% on a partially diluted basis assuming all of the Warrants issued to Enermetal Ventures Inc. pursuant to the Enermetal Agreement are exercised. The issuance of Debt Settlement Units to Enermetal Ventures Inc. pursuant to the Enermetal Agreement is considered to be a related party transaction within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company relied on the exemptions from the formal valuation and minority approval requirements in sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101 in respect of the Enermetal Agreement as, at the time the Enermetal Agreement was agreed to, neither the fair market value of, nor the fair market value of the consideration for, the Enermetal Agreement exceeded 25% of the Company’s market capitalization. The Company does not anticipate that the Enermetal Agreement will have a material effect on the Company’s business and affairs. Written consent resolutions of the board of directors of the Company were passed in accordance with the *Business Corporations Act* (British Columbia) approving the Debt Settlement Agreements, including the Enermetal Agreement. No directors were required to abstain from voting on such resolutions as a result of any disclosable interests in the Debt Settlement Agreements. No special committee was established in connection with the Debt Settlement Agreements, including the Enermetal Agreement, and no materially contrary view was expressed by any director of the Company.

This material change report has been filed in respect of the Private Placement less than 21 days prior to the closing of the Private Placement, which is consistent with market practice and the Company deems reasonable in the circumstances.

**Item 6. Reliance on Section 7.1(2) 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**

October 10, 2023

### **Cautionary Statement Regarding Forward Looking Information**

Certain statements included in this material change report constitute “forward-looking information” within the meaning of applicable securities laws. All statements, other than statements of historical fact, are forward-looking information and are based on expectations, estimates and projections as at the date of this material change report. Any information that involves discussion with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often, but not always using phrases such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved) are not statements of historical fact and may be forward-looking information. In this material change report, forward-looking information relates, among other things, to 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, and the timing of exploration and potential development of the Company’s mineral properties. Forward-looking information does not guarantee future performance and involves risks, uncertainties and assumptions which are difficult to predict. Such information is 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 information 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 information contained in this material change report is expressly qualified by this cautionary statement. These statements should not be read as guarantees of future performance or results. Such information involves 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 information. Although such information is based on management's reasonable assumptions, there can be no assurance that the Company will receive the requisite regulatory approvals or that net proceeds from the Private Placement will not be re-allocated for sound business reasons. 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 forward-looking information.