

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cullinan Metals Corp. (the “**Company**”)
Suite 610, 700 West Pender Street
Vancouver, BC Canada V6C 1G8

Item 2 Date of Material Change

December 13, 2023

Item 3 News Release

The Company issued a news release on December 13, 2023, relating to the material change, which was disseminated through Newswire.

Item 4 Summary of Material Change

The Company announced that it has entered into a non-binding Letter of Intent with Air Carbon Raw Materials Inc. whereby Cullinan has agreed to option to Air Carbon the Lac des Îles west graphite property in the Mount Laurier Region, Quebec.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see attached Schedule “A”.

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

Not applicable.

Item 8 Executive Officer

Marc Enright-Morin, CEO & President
Phone (604) 669 9788

Item 9 Date of Report

December 14, 2023



Cullinan Metals Enters into an LOI to Option Lac Des Îles

Vancouver, B.C. – December 13, 2023 - Cullinan Metals Corp. (CSE: CMT) (OTCQB: CMTNF) (FWB: 7KO) ("**Cullinan**" or the "**Company**") is pleased to announce that it has entered into a non-binding Letter of Intent (the "**LOI**") with Air Carbon Raw Materials Inc. ("**Air Carbon**") whereby Cullinan has agreed to option to Air Carbon the Lac des Îles west graphite property (the "**Property**") in the Mont Laurier Region, Quebec. The Property is subject to a property option agreement (the "**Option Agreement**") between Cullinan and Geomap Exploration Inc. ("**Geomap**"), and Air Carbon may acquire a 100% interest in the Property by reimbursing Cullinan all costs it has incurred under the Option Agreement and by assuming all obligations to Geomap under the Option Agreement.

Pursuant to the terms of the LOI, Air Carbon and Cullinan will enter into a definitive agreement (the "**Agreement**") which will include the following consideration:

1. Deliver to Cullinan the following:
 - \$175,000 on signing of the Agreement;
 - Approximately \$230,000 representing all costs (option payments and exploration expenditures) incurred by Cullinan on the Property; and
 - 2,500,000 common shares of Air Carbon.
2. Assume the following obligations set out in the Option Agreement with Geomap:
 - \$100,000 cash payments on or before September 22, 2024;
 - Common shares of Air Carbon with a value of \$200,000 on September 22, 2024; and
 - Exploration expenditures of \$125,000 by September 22, 2024 and \$250,000 by September 22, 2025.

The Property consists of 43 mineral claims in one contiguous block covering approximately 2276 hectares, on NTS sheet 31J05. The Property is located adjacent to the north and west of the Lac des Îles ("**LDI**") graphite mine and mill owned by Northern Graphite Corp. (TSX-V: NGC). Production capacity at LDI is 25,000 tonnes of graphite annually.

The Company has recently completed a ground exploration program at the Property. The primary objective of this program was to conduct a thorough ground assessment of the two highly promising airborne geophysical targets, T1 and T2, situated just north of the LDI mine. This exploration effort yielded positive results, as it revealed the presence of graphite mineralization that shares geological characteristics with LDI. Notably, the graphite content discovered typically falls within the range of 1-15% Cg, occasionally accompanied by thin veins of massive graphite. For more detailed information, please refer to Cullinan's news release dated December 11, 2023.

Marc Morin, CEO, said, “We are very pleased to have Air Carbon explore and advance the Lac des Îles graphite project. This allows Cullinan to focus on its objectives of exploring and advancing its lithium projects and acquiring additional lithium properties in international jurisdictions.”

About the Lac-des-Îles West Graphite Property

The Property is in Bouthillier township in *Saint-Aimé-du-Lac-des-Îles* area adjacent to the western and northern limit of the LDI Graphite Mine approximately 17 kilometers southwest of the town of Mont-Laurier on NTS map sheet 31J05. The Property is locally accessible through a series of forestry service roads and the main Village Road 0 (Chemin du Village 0) that cuts through the property, connecting the property to Highway #309 which is about two kilometers east of the property. Geologically, the Lac-des-Îles West Graphite property is within a geological setting very similar to the LDI Graphite Mine. The LDI Graphite Mine is associated with paragneisses, biotite gneisses and marbles. The area is mainly underlain by Precambrian metasedimentary rocks of the Grenville Series comprised of quartzofeldspathic, garnetiferous paragneiss, and marble beds.

The LOI is an arms-length transaction. Closing of the transaction is subject to conditions precedent as is customary for transactions of a similar nature, including but not limited to completion of due diligence, negotiation of a definitive agreement, satisfaction of the conditions negotiated therein and receipt of all necessary regulatory approvals, including, as applicable, all required filings with the Canadian Securities Exchange. There can be no assurance that a definitive agreement will be entered into or that the transaction will be consummated on the terms or timeframe currently contemplated, or at all.

Afzaal Pirzada, P.Geo., a “Qualified Person” for the purposes of National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*, has reviewed and approved the scientific and technical information contained in this news release.

On Behalf of the Company,
CULLINAN METALS CORP.

Marc Enright-Morin
CEO
(604) 669-9788

About Cullinan Metals Corp.

Cullinan Metals Corp. is a Canadian mining and exploration company focused on the development of energy metals. With a strong emphasis on key energy resources such as copper, graphite, and lithium assets, Cullinan is dedicated to unlocking the potential of these resources globally.

Forward-looking statements

Forward-looking information in this news release includes statements regarding assumptions that are subject to significant risks and uncertainties, including assumptions that all conditions to the closing of the proposed transaction will be satisfied and that the proposed transaction will be completed, in whole

or in part, on the terms set forth in the LOIs. The forward-looking information reflects management's current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking information. Such risk factors may include, among others, the risk that required approvals and the satisfaction of material conditions are not obtained in connection with the proposed transaction, the risk that the proposed transaction is not approved or completed on the terms set out in the LOI or that an Option Agreement and/or Purchase Agreement will not be entered into in connection therewith.

Although the Company believes that the assumptions and factors used in preparing the forward-looking information are reasonable, undue reliance should not be placed on such information and no assurance can be given that such events will occur in the disclosed time frames or at all. New risk factors emerge from time to time, and it is impossible for the Company's management to predict all risk factors, nor can the Company assess the impact of all factors on Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ from those contained in any forward-looking information.

The forward-looking statements set forth herein concerning the Company reflect management's expectations as at the date of this news release and are subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by law.