

**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 19, 2023

**Item 3            News Release**

The Company issued a news release on December 19, 2023, relating to the material change, which was disseminated through Stockwatch.

**Item 4            Summary of Material Change**

The Company announced it has closed a non-brokered private placement of 2,300,000 flow-through units at a price of \$0.09 per FT Unit for gross proceeds of \$207,000.

**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 19, 2023



## Cullinan Metals Announces Closing of Flow-Through Private Placement

**Vancouver, B.C., December 19, 2023** – Cullinan Metals Corp. (CSE: CMT)(OTCQB: CMTNF) ("**Cullinan**" or the "**Company**") is pleased to announce that further to its news release dated December 12, 2023, it has closed a non-brokered private placement of 2,300,000 flow-through units (each, a "**FT Unit**") at a price of \$0.09 per FT Unit for gross proceeds of \$207,000 (the "**FT Offering**").

Each FT Unit is comprised of one (1) flow through common share (each, a "**FT Share**") that will qualify as flow-through shares within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "**Act**") and, in respect of eligible Quebec resident subscribers, section 359.1 of the Taxation Act (Québec), and one-half of one transferrable non-flow-through common share purchase warrant (each whole warrant, a "**NFT Warrant**"). Each NFT warrant entitles the holder to acquire one non-flow-through common share (each, a "**NFT Share**") at a price of \$0.12 per NFT Share for a period of two (2) years from the closing date of the FT Offering.

In the event that the Shares trade at a price of \$0.50 and above for ten (10) consecutive trading days, the Company may, at its option, accelerate the NFT Warrant expiry date by providing notice (the "**Acceleration Notice**") to the NFT Warrant holders by way of a news release that the NFT Warrants will expire on the 30th day from the date of the Acceleration Notice.

The gross proceeds from the issuance of FT Shares will be used to incur "**Canadian exploration expenses**" and will qualify as "**flow-through mining expenditures**" as both terms are defined in the *Income Tax Act* (Canada) (the "**Qualifying Expenditures**") related to the Company's eligible projects in Quebec. The Company will renounce the Qualifying Expenditures in favor of the subscribers with an effective date of no later than December 31, 2023, and as required under the Act.

In connection with the FT Offering, the Company will pay a finder's fee consisting of \$14,490 and 161,000 finder's warrants (the "**Finder's Warrant**"). The Finder's Warrants are non-transferable and exercisable at a price of \$0.12 per NFT Share for a period of two (2) years from the closing date of the FT Offering.

The securities issued under the FT Offering are subject to a statutory hold period of four months and one day in accordance with applicable securities legislation.

The securities offered have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws unless an exemption from such registration is available.

On Behalf of the Board,  
**CULLINAN METALS CORP.**

Marc Enright-Morin  
CEO, Director  
(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 statements in this news release may include, but are not limited to, statements relating to those in respect of the proposed QC FT and NFT Offerings, including the size, pricing and timing thereof, the type of securities being offered thereunder, the investors participating therein, the intended use of proceeds therefrom, the tax treatment of the securities to be issued under the FT Offering pursuant to the Act and Taxation Act (Quebec), the timing to renounce all Qualifying Expenditures in favour of the subscribers (if at all), and the conditions and approvals required and applications being filed in connection therewith. 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 can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Certain of these risks are set out in more detail in the Company's Prospectus dated January 31, 2022, which has been filed on SEDAR and can be accessed at [www.sedarplus.ca](http://www.sedarplus.ca). The forward-looking statements contained in this news release are made as of the date hereof, and except as may be required by applicable securities laws, the Company assumes no obligation or intent to update publicly or revise any forward-looking statements made herein or otherwise, whether as a result of new information, future events or otherwise.*