

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

EUREKA LITHIUM CORP. ("Eureka" or the "Company")
Suite 2300 – 550 Burrard Street
Vancouver, BC V6C 2B5

ITEM 2 Date of Material Change

November 29, 2024

ITEM 3 News Release

A new release setting out information relating to the material change described herein was issued by the Company on November 29, 2024, disseminated through the facilities of Newsfile Corp. and filed on Sedar Plus.

ITEM 4 Summary of Material Change

The Company announced that it intends to complete a non-brokered private placement financing LIFE financing of up to 2,666,666 units of the Company at a price of \$0.15 per Unit for aggregate gross proceeds of up to \$400,000.

ITEM 5 Full Description of Material Change

See the news release attached.

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

DJ Bowen, Interim Chief Executive Officer
Tel: (778) 858-9639

ITEM 9 Date of Report

December 9, 2024



Eureka Lithium Corp.
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Vancouver, BC V6E 4E5
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EurekaLithiumCorp.com | CSE: ERKA

Eureka Lithium Corp Announces LIFE Financing

Vancouver, British Columbia, November 29, 2024 – Eureka Lithium Corp. (CSE: **ERKA**) (OTC: **UREKF**) (FSE: **S580**) (“**Eureka Lithium**” or “**Eureka**” or the “**Company**”) announces that it intends to complete a non-brokered private placement financing (the “**Offering**”) of up to 2,666,666 units of the Company (each a “**Unit**”) at a price of \$0.15 per Unit, for aggregate gross proceeds of up to \$400,000.

Each Unit shall consist of one (1) common share of the Company (each a “**Share**”) and one (1) Share purchase warrant (each a “**Warrant**”), with each Warrant entitling the holder to purchase one (1) Share at an exercise price of \$0.205 for a period of 24 months.

Closing of the Offering is anticipated to occur on or about the week of December 9, 2024. Closing is subject to certain conditions, including, but not limited to, the receipt of all necessary regulatory and other approvals. The net proceeds of the Offering are intended to be used to advance the Canadian exploration expenses on its Nunavik properties and for general corporate and working capital purposes. Finders’ fees may be paid to eligible arm’s length persons with respect to certain subscriptions accepted by the Company.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 – Prospectus Exemptions (“**NI 45-106**”), the Units issuable under the Offering will be offered for sale to purchasers in certain provinces of Canada (other than Quebec) pursuant to the listed issuer financing exemption under Part 5A.2 of NI 45-106 (the “**LIFE Exemption**”). Pursuant to NI 45-106, the securities issued to Canadian resident subscribers under the Offering will not be subject to resale restrictions.

There is an offering document dated November 29, 2024 related to the Offering that can be accessed under the Company’s profile at www.sedarplus.ca and on the Company’s website at www.eurekalithiumcorp.com. Prospective investors should read this offering document before making an investment decision.

The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States absent registration or available exemptions from such registration requirements. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States, or in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Eureka Lithium Corp.

Eureka Lithium is the largest lithium-focused landowner in the northern third of Quebec, known as the Nunavik region, with 100% ownership of three projects comprising 1,408 sq. km in the emerging Raglan West, Raglan South and New Leaf Lithium Camps. These claims were acquired from legendary prospector Shawn Ryan and are located in a region that hosts two operating nickel mines with deep-sea port access.

For more information please contact:

David Bowen

Chief Executive Officer

Email: info@eurekalithiumcorp.com

Cautionary Statement

Certain statements contained in this news release, including statements which may contain words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates”, or similar expressions, and statements related to matters which are not historical facts, such as statements regarding the completion of, and use of proceeds from, the Offering, are forward-looking information within the meaning of applicable securities laws. Such forward-looking statements reflect management’s expectations and are based on certain factors and assumptions and involve known and unknown risks and uncertainties which may cause the actual results, performance, or achievements to be materially different from future results, performance, or achievements expressed or implied by such forward-looking statements. These factors should be considered carefully, and readers should not place undue reliance on the Company’s forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements contained in this news release are reasonable, but no assurance can be given that these expectations will prove to be correct. The Company undertakes no obligation to release publicly any future revisions to forward-looking statements to reflect events or circumstances after the date of this news or to reflect the occurrence of unanticipated events, except as expressly required by law.

The Canadian Securities Exchange (CSE) has not reviewed, approved, or disapproved the contents of this press release.