

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1            Name and Address of Company**

Reflex Advanced Materials Corp. (the “**Company**”)  
6th Floor, 905 West Pender Street  
Vancouver, B.C. V6C 1L6

**Item 2            Date of Material Change**

February 8, 2023

**Item 3            News Release**

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Globe Newswire on February 9, 2023, and a copy was subsequently filed on SEDAR.

**Item 4            Summary of Material Change**

The Company announced it has closed its previously announced non-brokered private placement (the “**Private Placement**”) for aggregate gross proceeds of approximately C\$4,250,000. The Company issued 10,000,000 (non-flow through) units (each, a “**Unit**”) at a price of C\$0.40 per Unit. Each Unit consists of one (1) common share (each, a “**Share**”) and one (1) common share purchase warrant (each, a “**Warrant**”). Each Warrant is exercisable into one (1) Share at an exercise price of C\$0.55 until February 8, 2025.

The Company also issued 454,545 flow-through units (each, a “**Flow-Through Unit**”) pursuant to the Private Placement at a price of C\$0.55 per Flow-Through Unit. Each Flow-Through Unit consists of one (1) Share (each, a “**FT Share**”) and one (1) common share purchase warrant (each, a “**FT Warrant**”). Each FT Warrant is exercisable into one (1) Share at an exercise price of C\$0.65 until February 8, 2025.

In connection with closing of the Private Placement, the Company paid finder’s fees in the aggregate of \$264,745 in cash and issued 540,550 finder’s warrants (each, a “**Finder’s Warrant**”). Each Finder’s Warrant is exercisable into one (1) Share at an exercise price of C\$0.65 until February 8, 2025.

**Item 5            Full Description of Material Change**

**Item 5.1          Full Description of Material Change**

The Company announced it has closed its previously announced non-brokered private placement (the “**Private Placement**”) for aggregate gross proceeds of approximately C\$4,250,000. Pursuant to the Private Placement, the Company issued 10,000,000 (non-flow through) units (each, a “**Unit**”) at a price of C\$0.40 per Unit. Each Unit consists of one (1) common share (each, a “**Share**”) and one (1) common share purchase warrant (each, a “**Warrant**”). Each Warrant is exercisable into one (1) Share at an exercise price of C\$0.55 until February 8, 2025.

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The Company intends to use the proceeds raised from the Private Placement to undertake advanced exploration and development activities on the Ruby Graphite Project, to finance the Company's payment

obligations to Broadstone Resources Inc. under the option agreement in respect of the Ruby Graphite Project, and general working capital, including the repayment of the Company's short term financial obligations. The Company will use the proceeds from the issuance of the FT Shares to incur “Canadian exploration expenses” as such term is defined in the *Income Tax Act* (Canada) (the “**Tax Act**”).

In connection with closing of the Private Placement, the Company paid finder’s fees in the aggregate of \$264,745 in cash and issued 540,550 finder’s warrants (each, a “**Finder’s Warrant**”). Each Finder’s Warrant is exercisable into one (1) Share at an exercise price of C\$0.65 until February 8, 2025.

All securities issuable in connection with the Private Placement are subject to a statutory hold period, in accordance with applicable securities laws, of four months and one day from the date of issue, expiring on June 9, 2023.

The press release does not constitute an offer to sell or solicitation of an offer to sell any of the securities in the United States. The securities 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 U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration is available.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

The report is not being filed on a confidential basis.

**Item 7 Omitted Information**

No information has been omitted.

**Item 8 Executive Officer**

For further information, please contact Paul Gorman, Chief Executive Officer of the Company, at (416) 768-6101 or [info@reflexmaterials.com](mailto:info@reflexmaterials.com).

**Item 9 Date of Report**

February 20, 2023