

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

ISM Resources Corp. (“**ISM**” or the “**Company**”)
Suite 306, 1106 Hamilton Street
Vancouver, BC V6B 2S2

Item 2: Date of Material Change

August 8, 2023

Item 3: News Release

A news release dated August 8, 2023 was disseminated via Stockwatch and subsequently filed on SEDAR.

Item 4: Summary of Material Change

The Company announced it has closed its previously announced acquisition of certain Serindac Lake Claims (comprising 1,675 mineral claims) and Vaubert Lake Claims (comprising 2,113 mineral claims) located in the under-explored Nunavik region of Northern Quebec (the “**Claims**” and, collectively, the “**Acquisition**”).

Item 5 Full Description of Material Change

The Company announced it has closed its previously announced Acquisition of the Claims.

The Acquisition was completed pursuant to a definitive agreement (the “**Agreement**”) with various sellers (the “**Sellers**”) pursuant to which, through its wholly-owned subsidiary, Discovery Lithium Inc., the Company acquired a 100% undivided legal and beneficial interest in the Claims.

In accordance with the terms and conditions of the Agreement, ISM purchased the above-mentioned Claims from a group of Sellers in consideration of: (i) a cash payment of \$990,000 (the “**Cash Consideration**”) to one of the Sellers; (ii) the issuance to the Sellers of an aggregate of 7,500,000 common shares of the Company (each, a “**Consideration Share**”), at a deemed issuance price of \$0.15 per Consideration Share; and (iii) the granting of a 1% net smelter return royalty to one of the Sellers.

The Consideration Shares are subject to a voluntary pooling arrangement whereby one-third of the Consideration Shares will be released from escrow every six months after the closing of the Acquisition (the “**Closing**”). At Closing, the Company paid to the Sellers 50% of the Cash Consideration with the balance being due and payable upon the earlier of six months from Closing and the completion by ISM of financings of at least \$2,000,000.

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

N/A

Item 7: Omitted Information

N/A

Item 8: Executive Officer

Michael Gheyle, CEO, President and a Director
778.868.2226
info@ismresources.com

Item 9: Date of Report

August 9, 2023