

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Lithoquest Resources Inc. (the “Company”)
199 Norton Road
Salt Spring Island, British Columbia V8K 2P5

Item 2. Date of Material Change

June 30, 2021

Item 3. News Release

A news release was disseminated on July 2, 2021 through Accesswire Canada and subsequently filed on SEDAR.

Item 4. Summary of Material Changes

The Company closed a private placement financing raising \$2,494,500 in gross proceeds intended to be used to advance the Company’s gold and base metal properties in northern Ontario and for general working capital purposes.

Item 5. Full Description of Material Change

The Company closed a non-brokered private placement on June 30, 2021 (the “Offering”) issuing 18,095,000 units (the “Units”) at a price of \$0.10 per Unit and 5,480,000 flow-through shares of the Company (the “FT Shares”) for aggregate gross proceeds of \$2,494,500. Each Unit consists of one common share of the Company and one-half warrant (a “Warrant”) each whole Warrant entitling the holder thereof to acquire an additional common share (the “Warrant Share”) of the Company at an exercise price of \$0.15 per Warrant Share for a period of 24 months from the date of issuance.

In connection with compensation paid to finders in the financing, the Company has issued to the finders share purchase warrants entitling the purchase of an aggregate 795,300 common shares, on the same terms as the Warrants.

The proceeds from the Offering will be used to advance the Company’s gold and base metal properties in northern Ontario and for general working capital purposes.

Four related parties (as such term is defined in Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”)) participated in the Offering and acquired an aggregate of 250,000 Units and 400,000 FT Shares. This portion of the Offering constituted a related party transaction for the purposes of TSX Venture Exchange Policy 5.9 and MI 61-101. The Company relied on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as

the fair market value of the transaction insofar as the transaction involved interested parties did not exceed 25% of the Company's market capitalization.

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

For further information, please contact:
Dwight Walker
Chief Financial Officer
Telephone: 416-567-2785

Item 9. Date of Report

July 7, 2021