

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

Item 1 Name and Address of Company

Ion Energy Ltd.
90 Adelaide Street West, Suite 400
Toronto, Ontario
M5H 4A6

Item 2 Date of Material Change

August 27, 2020.

Item 3 News Release

The news release attached as Schedule "A" was disseminated on August 27, 2020.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule "A".

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule "A".

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Ali Haji
Chief Executive Officer
+1.647.951.6508
ali@ionenergy.ca

Item 9 Date of Report

August 27, 2020

SCHEDULE “A”

ION ENERGY LTD. ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION

TORONTO, Ontario, August 27, 2020 – Ion Energy Ltd. (“Ion Energy” or the “Corporation”) (TSX-V: SBCC.P), formerly Spirit Banner Capital Corp. (“**Spirit Banner**”), is pleased to announce that it has completed its previously announced qualifying transaction (the “**Qualifying Transaction**”) with Ion Energy Ltd. (“**Old Ion Energy**”). As previously announced, the parties received conditional approval of the TSX Venture Exchange (the “**TSXV**”) on March 30, 2020. For additional information about the Qualifying Transaction, please refer to the Company’s press releases dated August 20, 2019, November 18, 2019, December 19, 2019, January 30, 2020, April 3, 2020 and August 4, 2020, each of which is available at www.sedar.com.

Pursuant to the Qualifying Transaction:

- Spirit Banner implemented, immediately prior to the completion of the amalgamation (referred to below) a share consolidation of Spirit Banner’s 19,030,780 issued and outstanding common shares (the “**Spirit Banner Shares**”) on the basis of one new Spirit Banner Share for every two existing Spirit Banner Shares;
- Old Ion Energy implemented, immediately prior to the completion of the amalgamation (referred to below) a share consolidation of Old Ion Energy’s 59,441,928 issued and outstanding common shares (the “**Old Ion Energy Shares**”) on the basis of one new Old Ion Energy Share for every two existing Old Ion Energy Shares (the “**Consolidation**”);
- Old Ion Energy and 2724661 Ontario Limited (“**Spirit Banner SubCo**”), a wholly-owned subsidiary of the Corporation, have amalgamated and continued on as a new corporation under the name “Ion Energy Holdings Inc.” (“**AmalCo**”);
- Each one issued and outstanding common share of Old Ion Energy has been cancelled and replaced by one issued and outstanding common share of the Corporation;
- All of the property and assets of each of Old Ion Energy and Spirit Banner SubCo have become the property and assets of AmalCo and AmalCo is now liable for all of the liabilities and obligations of each of Old Ion Energy and Spirit Banner SubCo.

Concurrent Financing

In connection with the Qualifying Transaction, Old Ion Energy completed the previously announced non-brokered concurrent financing which consisted of the issuance of 9,063,329 subscription receipts (the “**Subscription Receipts**”) offered at \$0.30 per Subscription Receipt, for gross proceeds of \$2,718,998.70 (the “**Financing**”).

Each Subscription Receipt was automatically converted, without payment of additional consideration, into one post-Consolidation unit of Old Ion Energy (a “**Unit**”) (consisting of one common share and one warrant to purchase one to purchase one common share for 24 months following issuance, at an exercise price of \$0.40 per common share) upon satisfaction of the conditions precedent to the Qualifying Transaction. Subsequent to the conversion of the Subscription Receipts, the Old Ion Energy common shares and Old Ion Energy warrants issued pursuant to the Financing were exchanged for equivalent common shares and warrants of the Corporation, respectively, on a 1:1 basis.

If at any time after four months and one day from the completion of the Qualifying Transaction, the common shares of the Corporation trade at \$0.60 per common share or higher (on a volume weighted adjusted basis) for a period of twenty days, the Corporation will have the right to accelerate the expiry date of the warrants exchanged for the Old Ion Energy warrants to the date that is thirty days after the Corporation issues a news release announcing that it has elected to exercise this acceleration right.

The net proceeds of the Financing will be used by the Corporation will be used for exploration purposes on Ion Energy's Mongolian property and for general corporate purposes.

Ali Haji, CEO of Ion Energy Ltd, commented: "We are excited to have reached this significant milestone, having exceeded the TSXV minimum financing listing requirement twofold. Governments around the world are touting a green recovery from COVID and we believe we are well positioned to be a part of this clean energy revolution. With our TSXV listing, ION Energy expects to capture Canadian and global investors looking to capitalize on this increased demand for Lithium. Mongolia is well positioned to supply the major markets of the world and we are keen to get exploration underway."

Escrow Securities

In connection with the Corporation's initial public offering, 4,515,390 of the Corporation's common shares beneficially owned by insiders of the Corporation are held in escrow pursuant to a CPC escrow agreement (the "**CPC Escrow Agreement**") on the terms fully disclosed in the Filing Statement. In connection with the closing of the Qualified Transaction, an additional 15,337,277 common shares of the Corporation will be held in escrow pursuant to the additional surplus escrow agreement between the Corporation, its escrowed shareholders and TSX Trust Company as the escrow agent (the "**Surplus Escrow Agreement**"), and an addition 6,733,435 common shares of the Corporation will be held in escrow pursuant to the additional value escrow agreement between the Corporation, its escrowed shareholders and TSX Trust Company as the escrow agent (the "**Value Escrow Agreement**").

The 15,337,277 shares of the Corporation subject to escrow under the Surplus Escrow Agreement shall be released from escrow as follows: 5% of such escrowed shares will be released immediately upon the issuance of the TSXV bulletin evidencing final acceptance of the Qualifying Transaction, 5% six (6) months following the initial release, 10% twelve (12) months after the initial release, 10% eighteen (18) months following the initial release, 15% twenty-four (24) months from the initial release, 15% thirty (30) months from the initial release and 40% thirty-six (36) months from the initial release. The 6,733,435 shares of the Corporation subject to escrow under the Value Escrow Agreement shall be released from escrow as follows: 10% of such escrowed shares will be released immediately upon the issuance of the TSXV bulletin evidencing final acceptance of the Qualifying Transaction with the balance to be released in six equal tranches of 15% every six months thereafter.

Management of the Resulting Issuer

As of the date hereof, the board of directors of the Corporation consists of Ali Haji, Aneel Waraich, Matthew Wood and Bataa Tumur-Ochir. Effective as of the date of the closing of the Qualifying Transaction, Ali Haji has been appointed as the Chief Executive Officer of the Corporation and Peter Schloo has been appointed as the interim Chief Financial Officer of the Corporation. Other than the foregoing officers and directors, there are no insiders of the Corporation as of the date hereof

Final Exchange Bulletin

Upon issuance of the final exchange bulletin of the Exchange on or around August 27, 2020, providing final acceptance of the Qualifying Transaction, trading of the common shares of the Corporation is expected to resume trading on the Exchange under the symbol "ION".

For further information, contact:

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Cautionary Note Regarding Forward-Looking Information

Information set forth in this news release contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. Spirit Banner cautions that all forward looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond Spirit Banner's control. Such factors include, among other things: risks and uncertainties relating to Spirit Banner's ability to complete the proposed Qualifying Transaction, including those described in Spirit Banner's Prospectus dated December 12, 2017, available on the Corporation's SEDAR profile at www.sedar.com. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, Spirit Banner undertakes no obligation to publicly update or revise forward-looking information.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

Trading in the securities of the Corporation should be considered highly speculative. The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release. A halt in trading shall remain in place until after the Qualifying Transaction is completed or such time that acceptable documentation is filed with the TSX Venture Exchange.

NEITHER TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.