

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

Item 1: Name and Address of Issuer

M3 Metals Corp. (the "Company")("M3 Metals")
Suite 300-1455 Bellevue Ave
West Vancouver, British Columbia
V7T 1C3

Item 2: Date of Material Change

December 2, 2024

Item 3: Date of news Release

The news release was issued on December 2, 2024

Item 4: Summary of Material Change:

M3 Metals reports that Adrian Smith has resigned as President of the Company and will now act solely as a director. In addition, Robert Meister has been appointed as a director of the company. Kosta Tsoutsis will act as the President and CEO going forward. The Company will now have two independent directors, Marco Montecinos and Robert Meister. The three non independent directors will be Brian Morrison, Adrian Smith and Kosta Tsoutsis. The Companies Audit Committee will now consist of Kosta Tsoutsis, Robert Meister and Marco Montecinos.

Mr. Meister is an accomplished capital markets executive known for his expertise in driving growth through strategic leadership, transformative M&A (merger and acquisition) activities, and securing vital capital. His impressive track record includes playing a pivotal role in M&A activities, including the \$189-million Alpha Minerals to Fission Uranium transaction. Mr. Meister has extensive executive experience, he has held leadership positions as CEO, chief operating officer, secretary and director in both private and publicly traded firms listed on the Toronto Stock Exchange, CSE and NEO exchanges.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

See Attached News Release.

Item 6: Reliance on Section 7.1 of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7: Omitted Information

There is no omitted information.

Item 8: Executive Officer

Kosta Tsoutsis, CEO, (604) 669 2279

Item 9: Date of Report

December 4, 2024



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West Vancouver, BC Canada V73 1C3
T: 604-669-2279 / F: 604-602-1606
info@m3metalscorp.com

December 2, 2024

M3 ANNOUNCES MANAGEMENT CHANGES

December 2, 2024: West Vancouver, BC; M3 Metals Corp. (the “Company” or “M3 Metals”) (TSXV: MT, OTC: MLGCF, FRA: XOY) reports that Adrian Smith has resigned as President of the Company and will now act solely as a director. In addition, Robert Meister has been appointed as a director of the company. Kosta Tsoutsis will act as the President and CEO going forward. The Company will now have two independent directors, Marco Montecinos and Robert Meister. The three non independent directors will be Brian Morrison, Adrian Smith and Kosta Tsoutsis. The Companies Audit Committee will now consist of Kosta Tsoutsis, Robert Meister and Marco Montecinos.

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M3 Metals Corp. is a Canadian listed company, focused on creating shareholder value through discoveries and strategic development of mineral properties in North America. For additional information please visit M3 Metals' website at www.m3metalscorp.com. You may also email info@m3metalscorp.com or call investor relations at (604) 669-2279.

M3 METALS CORP.

“Kosta Tsoutsis”

Kosta Tsoutsis, CEO

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This document may contain certain “Forward-Looking Statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. When used in this news release, the words “anticipate”, “believe”, “estimate”, “expect”, “target”, “plan” or “planned”, “possible”, “potential”, “forecast”, “intend”, “may”, “schedule” and similar words or expressions identify forward-looking statements or information. These forward-looking statements or information may relate to future prices of commodities including lithium, the accuracy of mineral or resource exploration activity, reserves or resources, regulatory or government requirements or approvals including approvals of title and mining rights or licenses and environmental, local community or indigenous community approvals, the reliability of third party information, continued access to mineral properties or infrastructure or water, changes in laws, rules and regulations including in Canada, the United States, Nevada or California or any other jurisdiction which may impact upon the Company or its properties or the commercial exploitation of those properties, currency risks including the exchange rate of USD\$ for Cdn\$ or other currencies, fluctuations in the market for lithium related products, changes in exploration costs and government royalties, export policies or taxes in the United States or any other jurisdiction and other factors or information. The Company’s current plans, expectations, and intentions with respect to development of its business and of its properties may be impacted by economic uncertainties arising out of any pandemic or by the impact of current financial and other market conditions (including



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US government subsidies or incentives) on its ability to secure further financing or funding of its properties. Such statements represent the Company's current views with respect to future events and are necessarily based upon several assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political, environmental (including endangered species, habitat preservation and water related risks) and social risks, contingencies, and uncertainties. Many factors, both known and unknown, could cause results, performance, or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules, and regulations.