

**FORM 51-102F3  
Material Change Report**

**ITEM 1**      **Name and Address of Company**

Trench Metals Corp. (the “**Company**”)  
Suite 510, 580 Hornby Street  
Vancouver, BC  
V6C 3B6

**ITEM 2**      **Date of Material Changes**

October 26, 2020 and November 4, 2020.

**ITEM 3**      **News Release**

News releases announcing the material changes were disseminated on October 29, 2020 and November 4, 2020 and subsequently filed on SEDAR. Copies of the news releases are attached to this report as Schedule “A”.

**ITEM 4**      **Summary of Material Changes**

On October 29, 2020, the Company announced it had received conditional approval from the TSX Venture Exchange (“**TSXV**”) for the Company’s previously announced change of business to a Tier 2 Mining Issuer (the “**Change of Business**”). In connection with the Change of Business and pursuant to TSXV requirements, the Company filed a filing statement dated October 26, 2020 (the “**Filing Statement**”) on SEDAR under the Company’s issuer profile at [www.sedar.com](http://www.sedar.com). The Company also announced that Edward Lyons has been appointed the board of directors of the Company effective immediately. Following the appointment of Mr. Lyons, the Company’s board of directors consists of Simon Cheng, Scott Davis, Mark Ferguson and Edward Lyons.

On November 4, 2020, the Company announced it had closed the previously announced Change of Business. In connection with the Change of Business, the Company will also be completing a forward-split of its common shares (the “**Split**”) and has changed its name to “Trench Metals Corp.” (the “**Name Change**”). Pursuant to the policies of the TSXV, the Split is being conducted on a “push-out” basis. All shareholders of record on November 10, 2020 will be entitled to participate in the Split. Upon completion of the Split, the Company will have 36,066,735 common shares outstanding. Further, the common shares are expected to begin trading on the TSXV on a post-Split basis at the opening of the markets on November 9, 2020 under the new ticker symbol “TMC”. Following the Name Change, the Company’s CUSIP number changed to 89485U100 and its ISIN is CA89485U1003.

The Company also announced on November 4, 2020, in connection with the Change of Business, the Company holds an option (the “**Option**”) to acquire a 100% interest in and to the Gorilla Lake Uranium Project (the “**Gorilla Project**”),

pursuant to the terms of the option agreement between the Company and an arm's length party (the "**Vendor**"), dated August 13, 2020 (the "**Option Agreement**"). The Gorilla Project consists of a series of mineral claims located in the Athabasca basin of Northern Saskatchewan which are presently held the Vendor.

Pursuant to the terms of the Option Agreement, the Company has been granted the right to acquire a one-hundred percent interest on the Gorilla Project, in consideration for a series of cash payments to the Vendor and the incurrence of exploration expenditures over a period of three-years as follows:

- a cash payment of \$50,000, which such amount has been paid to the Vendor;
- incurring exploration expenditures of \$100,000 on the Gorilla Project before the first anniversary;
- a further cash payment of \$250,000, and incurring exploration expenditures of \$100,000 on the Gorilla Project before the second anniversary; and
- a final cash payment of \$400,000, and incurring exploration expenditures of \$100,000 on the Gorilla Project before the third anniversary.

Following the acquisition of the Gorilla Project, the Company will assume responsibility for certain existing net smelter returns royalties totaling three-and-one-half percent (collectively, the "**Royalties**") on commercial production from the Gorilla Project. The Royalties are presently held by arms-length third-parties.

**ITEM 5**      **Full Description of Material Change**

See the news releases attached as Schedule "A". The news releases were previously filed under the Company's SEDAR profile located at [www.sedar.com](http://www.sedar.com).

**ITEM 6**      **Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**ITEM 7**      **Omitted Information**

No information has been omitted on the basis that it is confidential information.

**ITEM 8**      **Executive Officer**

The name and telephone number of the director of the Company who is knowledgeable about the material change and the material change report is:

Scott Davis, Chief Financial Officer  
Tel: (604) 558-4300

**ITEM 9**      **Date of Report**

November 5, 2020

## SCHEDULE "A"

**TRENCH SOLUTIONS INC.**  
Suite 2200, 885 West Georgia Street  
Vancouver, British Columbia  
V6C 3E8

## NEWS RELEASE

### **TRENCH SOLUTIONS RECEIVES CONDITIONAL APPROVAL OF CHANGE OF BUSINESS FROM TSX VENTURE EXCHANGE AND COMPLETES FILING STATEMENT**

October 29, 2020 – Vancouver, British Columbia – Trench Solutions Inc. (the "**Company**") (TSXV: TSI) is pleased to announce that it has received conditional approval from the TSX Venture Exchange ("**TSXV**") for the Company's previously announced change of business to a Tier 2 Mining Issuer (the "**Change of Business**"). In connection with the Change of Business, the Company will also be completing a forward-split of its common shares (the "**Split**") and a change of name to "Trench Metals Corp." (the "**Name Change**").

Following the Name Change, the Company's new CUSIP number will be 89485U100 and its new ISIN is CA89485U1003. Shareholders are not required to take any action with respect to the Split or the Name Change and are not required to exchange their existing share certificates for new certificates bearing the Company's new name. The Company's transfer agent, Odyssey Trust Company, will send registered shareholders a Direct Registration System advice (DRS) representing the additional number of shares to be received as a result of the Split.

In connection with the Change of Business and pursuant to TSXV requirements, the Company has filed a filing statement dated October 26, 2020 (the "**Filing Statement**") on SEDAR under the Company's issuer profile at [www.sedar.com](http://www.sedar.com). Readers are strongly encouraged to review the Filing Statement for full details on the Change of Business.

The completion of the Change of Business, Split and Name Change remains subject to final approval by the TSXV and fulfillment of the TSXV requirements in order to obtain such approval, including among other things, submission and acceptance of all documents requested by the TSXV in its conditional approval letter and payment of all outstanding fees to the TSXV. Until final approval of the TSXV is obtained and a Final Exchange Bulletin is issued, trading in the common shares of the Company will remain halted. Upon resumption of trading, the Company will be listed on the TSXV as a Tier 2 Mining Issuer.

The Company also announces that Edward Lyons has been appointed the board of directors of the Company effective immediately. Following the appointment of Mr. Lyons, the board of directors consists of Simon Cheng, Scott Davis, Mark Ferguson and Edward Lyons. No further changes to the board of directors are contemplated in connection with the Change of Business.

For further information, contact Simon Cheng at [simonchengnow+tsi@gmail.com](mailto:simonchengnow+tsi@gmail.com).

On behalf of the Board,

**Trench Solutions Inc.**

Simon Cheng, Chief Executive Officer

**Forward-Looking Information:** *This news release contains "forward-looking information" within the meaning of applicable securities laws relating to statements regarding the ability of the Company to obtain final approval of the TSXV in respect of the Change of Business. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking information. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance and developments to differ materially from those contemplated by these statements including, among other things, the risks that the Company will not be able to obtain final approval of the TSXV in respect of the Change of Business in a timely manner, or at all. Except as required by law, the Company expressly disclaims any obligation and does not intend to update any forward-looking statements or forward-looking information in this news release. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct and makes no reference to profitability based on sales reported. The statements in this news release are made as of the date of this release.*

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

**TRENCH METALS CORP.**  
Suite 2200, 885 West Georgia Street  
Vancouver, British Columbia  
V6C 3E8

## **NEWS RELEASE**

### **TRENCH METALS ANNOUNCES CLOSING OF CHANGE OF BUSINESS TRANSACTION**

November 4, 2020 – Vancouver, British Columbia – Trench Metals Corp. (formerly, Trench Solutions Inc.) (the “**Company**”) (TSXV: TSI) is pleased to announce that it has closed its previously announced change of business to a Tier 2 Mining Issuer (the “**Change of Business**”). In connection with the Change of Business, the Company will also be completing a forward-split of its common shares (the “**Split**”) and has changed its name to “Trench Metals Corp.” (the “**Name Change**”).

Pursuant to the policies of the TSX Venture Exchange (“**TSXV**”), the Split is being conducted on a “push-out” basis. All shareholders of record on November 10, 2020 will be entitled to participate in the Split. Upon completion of the Split, the Company will have 36,066,735 common shares outstanding. Further, the common shares are expected to begin trading on the TSXV on a post-Split basis at the opening of the markets on November 9, 2020 under the new ticker symbol “TMC”.

Following the Name Change, the Company's CUSIP number changed to 89485U100 and its ISIN is CA89485U1003. Shareholders are not required to take any action with respect to the Split or the Name Change and are not required to exchange their existing share certificates for new certificates bearing the Company's new name. The Company's transfer agent, Odyssey Trust Company, will send registered shareholders a Direct Registration System advice (DRS) representing the additional number of shares to be received as a result of the Split.

In connection with the Change of Business, and further to the Company's news release dated August 14, 2020, the Company holds an option (the “**Option**”) to acquire a 100% interest in and to the Gorilla Lake Uranium Project (the “**Gorilla Project**”), pursuant to the terms of the option agreement between the Company and an arm's length party, dated August 13, 2020 (the “**Option Agreement**”). The Gorilla Project consists of a series of mineral claims located in the Athabasca basin of Northern Saskatchewan which are presently held the Vendor.

Pursuant to the terms of the Option Agreement, the Company has been granted the right to acquire a one-hundred percent interest on the Gorilla Project, in consideration for a series of cash payments to the Vendor and the incurrence of exploration expenditures over a period of three-years as follows:

- a cash payment of \$50,000, which such amount has been paid to the Vendor;
- incurring exploration expenditures of \$100,000 on the Gorilla Project before the first anniversary;
- a further cash payment of \$250,000, and incurring exploration expenditures of \$100,000 on the Gorilla Project before the second anniversary; and
- a final cash payment of \$400,000, and incurring exploration expenditures of \$100,000 on the Gorilla Project before the third anniversary.

Following acquisition of the Gorilla Project, the Company will assume responsibility for certain existing net smelter returns royalties totaling three-and-one-half percent (collectively, the

“**Royalties**”) on commercial production from the Gorilla Project. The Royalties are presently held by arms-length third-parties.

For further information, contact Simon Cheng at [simonchengnow+tsi@gmail.com](mailto:simonchengnow+tsi@gmail.com).

On behalf of the Board,

**Trench Metals Corp.**

Simon Cheng, Chief Executive Officer

***Forward-Looking Information:** This news release contains "forward-looking information" within the meaning of applicable securities laws relating to statements regarding the ability of the Company to complete the Split and Name Change. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking information. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance and developments to differ materially from those contemplated by these statements including, among other things, the risks that the Company will not be able to complete the Split or Name Change in a timely manner, or at all. Except as required by law, the Company expressly disclaims any obligation and does not intend to update any forward-looking statements or forward-looking information in this news release. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct and makes no reference to profitability based on sales reported. The statements in this news release are made as of the date of this release.*

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