

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

Item 1. Name and Address of Reporting Issuer

E3 Lithium Ltd. (the “**Company**”)
Suite 1520, 300 – 5th Avenue SW
Calgary, AB T2P 3C4

Item 2. Date of Material Change

September 26, 2023.

Item 3. News Release

A news release was issued by the Company on September 26, 2023 via Business Wire and filed on SEDAR+.

Item 4. Summary of Material Change

On September 26, 2023, the Company announced that it had closed its previously announced public offering of 6,486,000 common shares of the Company (“Common Shares”) at a price of \$3.55 per Common Share (the “Offering Price”) for gross proceeds of C\$23,025,300 (the “**Offering**”), including the full exercise by the Underwriters (as defined below) of the over-allotment option to purchase 846,000 Common Shares at the Offering Price.

The Offering was completed pursuant to an underwriting agreement dated September 20, 2023 among Eight Capital and Echelon Wealth Partners Inc. (together, the “**Underwriters**”) and the Company.

Pursuant to the Underwriting Agreement, the Underwriters received a total cash commission of \$1,151,265, equal to 5.0% of the gross proceeds raised under the Offering, and also received a total of 324,300 non-transferable broker warrants of the Company (the “Broker Warrants”) equal to 5.0% of the number of gross shares issued. Each Broker Warrant entitles the holder thereof to purchase one common share of the Company at a price of \$3.55 for a period of 24 months from the date of issuance.

Item 5. Full Description of Material Change

See the news release attached as Schedule “A” hereto.

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

Contact: Chris Doornbos, President & CEO
Telephone: 587-324-2775

Item 9. Date of Report

September 26, 2023.

Schedule "A"

News Release dated September 26, 2023
(See attached)



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E3 Lithium Closes Fully Oversubscribed Financing for a total of C\$23 Million

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FOR DISSEMINATION IN THE UNITED STATES***

CALGARY, ALBERTA, September 26, 2023 – E3 LITHIUM LTD. (TSXV: ETL) (FSE: OW3) (OTCQX: EEMMF), “E3 Lithium” or “the Company,” Alberta’s leading lithium developer and extraction technology innovator, today announced that it has closed the “bought deal” public offering of 6,486,000 common shares previously announced on September 18, 2023, for gross proceeds of C\$23,025,300 (the “**Offering**”), including full exercise of the overallotment option for proceeds of C\$3,003,300.

“The proceeds from this financing will provide E3 Lithium with the balance sheet to pursue the continuation of our Clearwater project development through 2024 without the need to pause for further financing,” said Chris Doornbos, President and CEO of E3 Lithium. “The funds also enable E3 Lithium to progress our commercial development activities that are aiming to create value for shareholders through strategic M&A. Combined with our government funds, E3 Lithium’s strong balance sheet opens significant opportunities, and the team is excited to continue delivering on our path to success.”

Details of the Offering

The Offering was led by Eight Capital and included Echelon Wealth Partners Inc. (“**Echelon**”) (collectively, the “**Underwriters**”). Pursuant to the underwriting agreement, the Underwriters received a cash commission of 5.0% of the gross proceeds of the Offering, and non-transferable broker warrants of the Company (the “**Broker Warrants**”) equal to 5.0% of the number of gross shares issued. Each Broker Warrant entitles the holder to purchase one common share of the Company at a price of C\$3.55 for a period of 24 months from the date of issuance. Eight Capital received a cash commission of \$978,575 and 275,655 Broker Warrants. Echelon received a cash commission of \$172,690 and 48,645 Broker Warrants. Under the Offering, the Company issued 6,486,000 common shares at a price of C\$3.55 per common share and currently has 74,750,647 shares outstanding.

Use of Proceeds

As referenced in the Prospectus Supplement filed on September 20, 2023, the estimated expenditures heading into 2024 is approximately C\$38.7M, which does not include the receipt of any funds from awarded government grants, estimated at approximately C\$23.1M over the next 12 months. Any government funds received and remaining at the end of 2023 will be put towards the Feasibility Study and general working capital in 2024.



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A summary of the use of proceeds is outlined below:

Expected Expenditure	Estimated Amount to be Expended
Pre-Feasibility Study	\$3.0 million
Lithium Extraction Field Pilot	\$7.0 million
Lithium Processing	\$2.0 million
Reservoir Development	\$8.0 million
DLE Commercialization and Development	\$2.0 million
2024 Feasibility Study	\$10.0 million
General working capital	\$6.7 million
Total	\$38.7 million

The Prospectus Supplement dated September 20, 2023, is available under the Company's SEDAR+ profile at www.sedarplus.ca. The Offering is subject to final acceptance of the TSX Venture Exchange.

ON BEHALF OF THE BOARD OF DIRECTORS

Chris Doornbos, President & CEO
E3 Lithium Ltd.

E3 Lithium - Investor and Media Relations

Greg Foofat
Manager, Investor Relations
investor@e3lithium.ca
587-324-2775

About E3 Lithium

E3 Lithium is a development company with a total of 16.0 million tonnes of lithium carbonate equivalent (LCE) Measured and Indicated and 0.9 million tonnes LCE Inferred mineral resources¹ in Alberta. As outlined in E3's Preliminary Economic Assessment, the Clearwater Lithium Project has an NPV8% of USD 1.1 Billion with a 32% IRR pre-tax and USD 820 Million with a 27% IRR after-tax¹. E3 Lithium's goal is to produce high purity, battery grade lithium products to power the growing electrical revolution. With a significant lithium resource and innovative technology solutions, E3 Lithium has the potential to deliver lithium to market from one of the best jurisdictions in the world.

1: The Preliminary Economic Assessment (PEA) for the Clearwater Lithium Project NI 43-101 technical report is amended Sept 17, 2021. The mineral resource NI 43-101 Technical Report for the North Rocky Property, effective October 27, 2017, identified 0.9Mt LCE (inferred). The mineral resource NI 43-101 Technical Report for the Bashaw District Project, effective March 21, 2023, identified 16.0Mt LCE (Measured & Indicated). All reports are available on the E3 Lithium's website (e3lithium.ca/technical-reports) and SEDAR+ (www.sedarplus.ca).



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Forward-Looking and Cautionary Statements

This news release includes certain forward-looking statements as well as management's objectives, strategies, beliefs and intentions. Forward looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. In particular, this news release contains forward-looking information pertaining to the Offering and the proposed use of proceeds therefrom. Forward-looking statements are based on the current opinions and expectations of management. All forward-looking information is inherently uncertain and subject to a variety of assumptions, risks and uncertainties, including the speculative nature of mineral exploration and development, fluctuating commodity prices, the effectiveness and feasibility of emerging lithium extraction technologies which have not yet been tested or proven on a commercial scale or on the Company's brine, competitive risks and the availability of financing, as described in more detail in our recent securities filings available at www.sedar.com. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, changes in the state of equity and debt markets, delays in obtaining required regulatory approvals and other risks and uncertainties involved in the mineral exploration and development industry. Forward-looking information in this news release is based on the opinions and assumptions of management considered reasonable as of the date hereof, including, but not limited to, the assumption that the Company will receive final approval from the TSX Venture Exchange in respect of the Offering; and general business and economic conditions will not change in a materially adverse manner. Actual events or results may differ materially from those projected in the forward-looking statements and we caution against placing undue reliance thereon. We assume no obligation to revise or update these forward-looking statements except as required by applicable law.

Neither the 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.