

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Defense Metals Corp. (the **Company**)  
Suite 605 – 815 Hornby Street  
Vancouver, British Columbia V6Z 2E6

**Item 2: Date of Material Change**

December 24, 2018.

**Item 3: News Release**

The news release was disseminated on December 21, 2018 through Cision and filed on SEDAR.

**Item 4: Summary of Material Change**

The TSX Venture Exchange approved the Company's option agreement with Spectrum Mining Corporation. In addition, the Company changed its name from "First Legacy Mining Corp." to "Defense Metals Corp." and closed a non-brokered private placement of 1,280,000 flow-through common shares at a price of \$0.25 per share.

**Item 5: Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached as Schedule "A", the news release dated December 21, 2018 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

*5.2 Disclosure for Restructuring Transaction*

N/A.

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

N/A.

**Item 7: Omitted Information**

N/A.

**Item 8: Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Max Sali, Chief Executive Officer  
Telephone: (604) 367-8117  
E-mail: [baccarainvestments@outlook.com](mailto:baccarainvestments@outlook.com)

**Item 9: Date of Report**

December 24, 2018

## SCHEDULE "A"

### FIRST LEGACY MINING CORP. TO CLOSE OVER-SUBSCRIBED PRIVATE PLACEMENT AND RECEIVES TSX VENTURE EXCHANGE APPROVAL FOR OPTION AGREEMENT WITH SPECTRUM MINING CORPORATION TO ACQUIRE RARE EARTH ELEMENT PROJECT

**Vancouver, British Columbia – December 21, 2018:** First Legacy Mining Corp. (the "**Company**") (TSX-V: FLM) is pleased to announce that further to its news release dated November 26, 2018, the TSX Venture Exchange ("**TSXV**") has approved the Company's option agreement (the "**Agreement**") with Spectrum Mining Corporation ("**Spectrum**") dated November 22, 2018, pursuant to which the Company has the option (the "**Option**") to acquire all of the issued and outstanding shares of Spectrum (the "**Acquisition**"), a private British Columbia incorporated company, that is the legal, beneficial and registered holder of a one hundred percent (100%) interest in and to six (6) mining claims located in the Cariboo Mining Division, British Columbia known as the Wicheeda Rare Earth Element Project (the "**Property**").

#### Terms of the Agreement

Pursuant to the Agreement, in order to exercise the Option and to maintain the Option in good standing, the Company must:

- (a) incur expenditures in respect of the Property totaling \$1,930,000 as follows:
  - i. \$680,000 within 12 months of the date of TSXV approval (the "**Effective Date**");
  - ii. an additional \$625,000 within 24 months of the Effective Date; and
  - iii. an additional \$625,000 within 36 months of the Effective Date;
  
- (b) pay to Spectrum an aggregate of \$370,000 as follows:
  - i. \$25,000 in cash (paid);
  - ii. \$95,000 in cash within five (5) business days of the Effective Date;
  - iii. \$50,000 in cash on or before the first anniversary of the Effective Date;
  - iv. \$100,000 in cash on or before the second anniversary of the Effective Date; and
  - v. \$100,000 in cash on or before the third anniversary of the Effective Date;
  
- (c) issue to Spectrum:
  - i. 200,000 common shares of the Company on the Effective Date; and
  - ii. \$50,000 in common shares of the Company on or before the first anniversary of the Effective Date;

all of which such foregoing obligations of the Option above may be accelerated at the Company's sole discretion.

Once the Company has fulfilled the foregoing obligations, the Company will have the right for a period of 90 days thereafter, to exercise the Option (the "**Exercise Period**") by written notice to Spectrum within the Exercise Period (the "**Exercise Notice**"). If the Company fulfills the foregoing obligations, and delivers to Spectrum the Exercise Notice within the Exercise Period, the Company shall forthwith: (a) issue to the shareholders of Spectrum (the "**Vendors**") on a pro rata basis, such number of common shares of the Company equal to 49% of the aggregate of the following: (i) the issued and outstanding common shares of the Company at such time; plus (ii) the common shares of the Company to be issued to the Vendors; and (b) pay to the Vendors on a pro rata basis, a cash payment in the aggregate of \$100,000.

In connection with the Agreement, the Company entered into a finder's fee agreement (the "**Finder's Agreement**") with Mulgravian Ventures Corporation ("**MVC**") in consideration for services in introducing the Company to Spectrum, pursuant to which MVC will receive consideration of 400,000 common shares (the "**Finder's Shares**") of the Company and such number of common shares that is equal to 1.5% of the common shares of the Company that are issued to the Vendors if the Acquisition closes. The Finder's Shares will be subject to a four month hold period.

## **The Wicheeda Property**

The Property located approximately 80 km northwest of the city of Prince George, British Columbia, is readily accessible by all-weather gravel roads and is close to major infrastructure including power transmission lines, railway and major highways. Geologically, the Property is situated in the Foreland Belt and within the Rocky Mountain Trench, a major continental geologic feature. The Foreland belt contains part of a large alkaline igneous province stretching from the Canadian Cordillera to the southwestern United States and hosts several carbonatite and alkaline complexes among which the Aley (niobium), Rock Canyon (REE), and Wicheeda (REE) alkaline complexes contain the highest concentrations of Rare Earth Elements minerals.

The Property is underlain by Kechika Group metasedimentary rocks that are intruded by a southeast-trending carbonatite. The Wicheeda carbonatite is a deformed plug or sill approximately 250 metres in diameter that hosts potentially economic REE mineralization. The intrusion comprises a ferroan dolomite carbonatite core, which passes gradationally outward into calcite carbonatite. The potentially economic REE mineralization is hosted by the dolomite carbonatite.

A National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* technical report for the Property has been prepared in connection with the Agreement and will be filed on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Flow-Through Private Placement Financing**

In connection with the Agreement, the Company on December 24, 2018, will close an oversubscribed non-brokered private placement of 1,280,000 flow-through common shares at a price of \$0.25 per share for gross proceeds of \$320,000. The Company will pay a finder's fee of \$19,950. The proceeds from the private placement will be used for the advancement of the Property and all shares will be subject to a four month hold period.

## **Name Change**

In connection with the approval by the TSXV of the Agreement, the Company will change its name from "First Legacy Mining Corp." to "Defense Metal Corp.", effective as of market open on December 27, 2018. In conjunction with the name change, the Company's new CUSIP number will be 244633103, the ISIN number will be CA2446331035 and the trading symbol will change to "DEFN".

The TSXV has confirmed that the Company's stock halt will be lifted. The Company expects trading to resume at market open on or about January 2, 2019.

The scientific and technical information contained in this news release has been reviewed and approved by Kristopher J. Raffle, P.Geo. (BC) Principal and Consultant of APEX Geoscience Ltd. of Edmonton, AB, a "Qualified Person" as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

## **About First Legacy Mining Corp.**

First Legacy Mining Corp. is a mineral exploration company focused on the acquisition, exploration and development of minerals, metals and elements commonly used in the protection of our nation and other nations abroad. First Legacy Mining Corp. trades under "FLM" on the TSX Venture Exchange. The Company owns (i) prospective uranium claims in the Athabasca Basin, Saskatchewan totalling approximately 9,362.65 hectares; (ii) has an option to acquire 100% of the Wicheeda Rare Earth Element Project located in Prince George, British Columbia; and (iii) has an option to acquire 100% of the Lac Burge gold property located approximately 215 km northeast of Val d'Or, Quebec.

**Contact Information** - For more information, please contact:

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This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law and may not be offered or sold in the

“United States”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

*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 news release.*

## **Forward Looking Information**

This news release includes certain statements that constitute “forward-looking information” within the meaning of applicable securities law, including without limitation, the Company’s plans for its properties/projects, comments regarding use of funds, the Acquisition, other statements relating to the financial and business prospects of the Company, and other matters.

Forward-looking statements address future events and conditions and are necessarily based upon a number of estimates and assumptions. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects” or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “estimates” or “intends”, or stating that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved), and variations of such words, and similar expressions are not statements of historical fact and may be forward-looking statements. Forward-looking statements are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements expressed or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the price of metals, anticipated costs and the ability to achieve goals, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms, and that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Company’s planned exploration activities will be available on reasonable terms and in a timely manner. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks.

Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: (i) risks related to gold, copper, uranium, rare earth elements, and other commodity price fluctuations; (ii) risks and uncertainties relating to the interpretation of exploration results; (iii) risks related to the inherent uncertainty of exploration and cost estimates and the potential for unexpected costs and expenses; (iv) that resource exploration and development is a speculative business; (v) that the Company may lose or abandon its property interests or may fail to receive necessary licences and permits; (vi) that environmental laws and regulations may become more onerous; (vii) that the Company may not be able to raise additional funds when necessary; (viii) the possibility that future exploration, development or mining results will not be consistent with the Company’s expectations; (ix) exploration and development risks, including risks related to accidents, equipment breakdowns, labour disputes or other unanticipated difficulties with or interruptions in exploration and development; (x) competition; (xi) the potential for delays in exploration or development activities or the completion of geologic reports or studies; (xii) the uncertainty of profitability based upon the Company’s history of losses; (xiii) risks related to environmental regulation and liability; (xiv) risks associated with failure to maintain community acceptance, agreements and permissions (generally referred to as “social licence”), including local First Nations; (xv) risks relating to obtaining and maintaining all necessary government permits, approvals and authorizations relating to the continued exploration and development of the Company’s projects; (xvi) risks related to the outcome of legal actions; (xvii) political and regulatory risks associated with mining and exploration; (xix) risks related to current global financial conditions; and (xx) other risks and uncertainties related to the Company’s prospects, properties and business strategy. These risks, as well as others, could cause actual results and events to vary significantly.

Factors that could cause actual results to differ materially from those in forward looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants, adverse weather conditions, increase in costs, equipment failures, litigation, failure of counterparties to perform their contractual obligations and fees charged by service providers. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. The forward-looking statements included in this news release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.