

Form 51 – 102F3

Material Change Report

1. Name and Address of Company

Amseco Exploration Ltd. (“Amseco”)
2159 Mackay
Suite 200
Montreal, Québec
H3G 2J1

2. Date of Material Change

November 2, 2020

3. News Release

Amseco issued a news release with respect to the material change described below on November 3, 2020 via Globe Newswire.

4. Summary of Material Change

Amseco entered into a letter of intent dated November 2, 2020 (the “LOI”) with LithiumBank Resources Corp. (“LithiumBank”) pursuant to which Amseco proposes to acquire all of the issued and outstanding common shares of LithiumBank (the “Transaction”). The Transaction will constitute a “Reverse Takeover” of Amseco within the meaning of the policies of the TSX Venture Exchange (the “TSXV”), will be completed on an arm’s length basis and the resulting issuer will be called “New LithiumBank”.

5. Full Description of Material Change

5.1 Full Description of Material Change

Amseco entered into the LOI dated November 2, 2020 with Lithium Bank pursuant to which Amseco proposes to acquire all of the issued and outstanding common shares of LithiumBank in exchange for common shares of New LithiumBank to be issued on a post-Share Consolidation (as defined below) basis. The Transaction will constitute a “Reverse Takeover” of Amseco within the meaning of the policies of the TSXV.

Proposed Terms of the Transaction

Under the terms of the LOI, it is anticipated that Amseco, LithiumBank and the securityholders of LithiumBank will enter into a share purchase agreement (the “Definitive Agreement”) pursuant to which Amseco will acquire all of the issued and outstanding securities of LithiumBank in consideration for the issuance (on post-share consolidation basis) of 20,950,000 common shares of New LithiumBank at a deemed price of \$0.40 per share (\$8,380,000) and the issuance by New LithiumBank of 2,095,000 stock options, subject to Amseco’s stock option plan and the policies of the TSXV.

Concurrent Financing

In connection with the Transaction, Amseco will complete a financing, either by way of prospectus or on a private placement basis, of a minimum of 3,750,000 common shares at an anticipated price of \$0.40 per share (on post-Share Consolidation basis), for minimum proceeds of \$1,500,000 (the “**Offering**”). The share price and maximum amount of the Offering will be confirmed at a later date in the context of the market. The Offering may be structured as a placement of subscription receipts with closing to occur prior to the closing of the Transaction.

Share Consolidation

Prior to the closing of the Transaction, Amseco will effect a consolidation of its shares, on the basis of one new common share of Amseco for every 5 old common shares of Amseco issued and outstanding (the “**Share Consolidation**”), so that approximately 2,595,775 common shares of Amseco will be outstanding on a post-Share Consolidation basis immediately prior to the closing of the Transaction. At the same time, Amseco will make equivalent adjustments to its outstanding stock options in accordance with their respective terms, so that there will be approximately 97,700 stock options outstanding on a post-Share Consolidation basis immediately prior to the closing of the Transaction.

Sponsorship

The Transaction is subject to the sponsorship requirements of the TSXV, unless an exemption from the sponsorship requirement is available or a waiver is granted. Amseco intends to apply for an exemption to the sponsorship requirement. There is no assurance that an exemption from this requirement will be obtained.

Name Change

The resulting issuer (New LithiumBank) will be a mining exploration company to be named “LithiumBank Resources Corp.” or such other similar corporate name as shall be mutually agreed upon by LithiumBank and Amseco so as to reflect the Transaction (the “**Name Change**”).

Conditions of the Transaction

Completion of the proposed Transaction is subject to a number of conditions including, but not limited to: (i) completion of mutually satisfactory due diligence reviews; (ii) execution of the Definitive Agreement; (iii) requisite shareholder approvals for the Share Consolidation and Name Change; (iv) completion of the Offering; (v) completion by Amseco of shares for debt arrangements with existing creditors resulting in the issuance of up to 835,383 common shares of Amseco on a pre-Share Consolidation basis; and (vi) receipt of all requisite regulatory approvals relating to the Transaction, including, without limitation, the TSXV.

Closing of the Transaction is expected to occur on or before January 29, 2021. The LOI may be terminated by either party if a definitive agreement is not entered into by December 17, 2020.

In connection with the Transaction and as noted above, the Transaction is subject to the completion of a mutually satisfactory due diligence review by each party. The LOI contemplates a delay of 45 days from signature to complete such due diligence. Upon the completion of such review to Amseco’s satisfaction, further information on LithiumBank and its assets, the Definitive Agreement, the Offering and New LithiumBank will be disclosed in an updating news release.

Shareholder Approval

Amseco will hold an annual and special meeting of its shareholders (the “**Meeting**”) for purposes of obtaining shareholder approval for various matters related to the Transaction, including the Share Consolidation and Name Change, as required by the applicable policies of the TSXV and the *Canada Business Corporations Act*. The date and time of the Meeting will be confirmed at a later date by Amseco.

In connection with the Transaction, Amseco believes that no shareholder approval will be required to be obtained at the Meeting given that (i) the Transaction is not a “Related Party Transaction” within the meaning of the TSXV Corporate Finance Manual and as at the date hereof, no other circumstances exist which may compromise the independence of Amseco or other interested parties involved; (ii) the common shares are currently listed on NEX; (iii) Amseco is not and will not be subject to a cease trade order and will not otherwise be suspended from trading on completion of the transaction; and (iv) shareholder approval of any aspect of the Transaction is not required under applicable corporate laws and is not required under applicable securities laws. As such, Amseco is of the opinion that it meets the conditions for the exemption to obtain shareholder approval under Section 4.1 of Policy 5.2 of the TSXV Corporate Finance Manual. Amseco will seek confirmation from the TSXV of this applicable exemption to Amseco concurrently with the conduct of its due diligence review on LithiumBank and its assets.

New LithiumBank - Board of Directors, Officers and Consulting Services Agreement

At the closing of the Transaction, the current directors of Amseco will resign (with the exception of Roger Bourgault) and the directors of LithiumBank will be appointed to the board of directors of New LithiumBank. Furthermore, the current officers of Amseco will also resign and the officers of LithiumBank will be appointed as officers of New LithiumBank.

Jean Desmarais (CEO of Amseco) and François LeComte (Director of Amseco) will remain as consultants of New LithiumBank for a minimum of 1 year pursuant to consulting services agreements to be executed at the closing of the Transaction.

Trading of the New LithiumBank Shares

Trading in the shares of Amseco has been halted as a result of the announcement of the Transaction. The Company expects that trading will remain halted pending closing of the Transaction, subject to the earlier resumption upon TSXV acceptance of the Transaction and the filing of required materials in accordance with TSXV policies.

Upon successful completion of the Transaction, it is anticipated that New LithiumBank will be listed as a Tier 2 Mining issuer.

Filing Statement

In connection with the Transaction and pursuant to TSXV requirements, Amseco will file a filing statement on SEDAR, which will contain details regarding the Transaction, the Definitive Agreement, the Offering, the Company, LithiumBank and New LithiumBank.

5.2 Disclosure required for a “Restructuring Transaction”

Not applicable.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The executive officer who can answer questions regarding this report is Mr. Jean Desmarais, Chief Executive Officer of Amseco. Mr. Desmarais can be reached at 514-898-5326.

9. Date of Report

November 5, 2020.