

## FORM 51-102F3

### MATERIAL CHANGE REPORT

**1. Name and Address of Company**

HANNAN METALS LTD. (the “**Issuer**”)  
#1305 - 1090 West Georgia Street  
Vancouver, British Columbia V6E 3V7  
Phone: (604) 685-9316

**2. Date of Material Change**

November 27, 2019

**3. Press Release**

The press release was released on November 27, 2019, through various approved public media and filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions.

**4. Summary of Material Change(s)**

The Issuer announced closing of its non-brokered private placement financing (the “**Offering**”) that was previously announced on November 12, 2019. Under the Offering, the Company has issued 4,753,077 common shares of the Company (the “**Common Shares**”) at a price of \$0.065 per Common Share (the “**Issue Price**”) for gross proceeds of \$309,000.

All Common Shares issued under the Offering are subject to a four-month and one day hold period under applicable securities laws in Canada expiring on March 28, 2020.

Participation by Insiders of the Company in the Offering is considered a "related party transaction" pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Insiders' participation in the Offering in reliance of sections 5.5(b) and 5.7(a) of MI 61-101. Certain directors and officers of the Company participated in the Offering and purchased and aggregate of 653,847 Common Shares for aggregate gross proceeds of \$42,500 to the Company. The Offering was unanimously approved by the members of the board of directors of the Issuer, with the interested directors each having declared their interest and abstaining from voting with respect to their interest therein.

The Company plans to use the net proceeds to fund exploration on the Company's Peruvian exploration properties and for working capital and general corporate purposes.

The material change report is being filed after closing of the Offering. This was necessary in order to permit the Issuer to close the Offering in a timeframe consistent with usual market practice for transactions of this nature.

**5. Full Description of Material Change**

See news release dated November 27, 2019, for further details

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

Mariana Bermudez, Corporate Secretary, telephone: (604) 699-0202

**9. Date of Report**

November 27, 2019

# Hannanmetals

1305 – 1090 West Georgia Street, Vancouver, BC, V6E 3V7  
Phone: +1 604 685 9316 / Fax: +1 604 683 1585

NEWS RELEASE

NOVEMBER 27, 2019

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## HANNAN ANNOUNCES CLOSING OF PRIVATE PLACEMENT FINANCING

Vancouver, Canada – **Hannan Metals Limited** (“Hannan” or the “Company”) (TSXV: HAN) (OTCPK: HANNF) announces the closing of its non-brokered private placement financing (the “Offering”) that was previously announced on November 12, 2019. Under the Offering, the Company has issued 4,753,077 common shares of the Company (the “Common Shares”) at a price of \$0.065 per Common Share (the “Issue Price”) for gross proceeds of \$309,000.

All Common Shares issued under the Offering are subject to a four-month and one day hold period under applicable securities laws in Canada expiring on March 28, 2020.

Participation by Insiders of the Company in the Offering is considered a “related party transaction” pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Insiders’ participation in the Offering in reliance of sections 5.5(b) and 5.7(a) of MI 61-101. Certain directors and officers of the Company participated in the Offering and purchased and aggregate of 653,847 Common Shares for aggregate gross proceeds of \$42,500 to the Company.

The Company plans to use the net proceeds to fund exploration on the Company’s Peruvian exploration properties and for working capital and general corporate purposes.

This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) absent registration under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

About Hannan Metals Limited (TSX.V:HAN) (OTCPK: HANNF)



Hannan Metals Limited is a natural resources and exploration company developing sustainable and ethical resources of metal needed to meet the transition to a low carbon economy. Over the last decade, the team behind Hannan has forged a long and successful record of discovering, financing and advancing mineral projects in Europe and Peru.

On behalf of the Board,

**“Michael Hudson”**  
Michael Hudson, Chairman & CEO

### Further Information

[www.hannanmetals.com](http://www.hannanmetals.com)

1305 – 1090 West Georgia St., Vancouver, BC, V6E 3V7  
Mariana Bermudez, Corporate Secretary,  
+1 (604) 685 9316, [info@hannanmetals.com](mailto:info@hannanmetals.com)

**Forward Looking Statements**

Certain information set forth in this news release contains "forward-looking statements", and "forward- looking information" under applicable securities laws. Except for statements of historical fact, certain information contained herein constitutes forward-looking statements, which include the Company's expectations regarding future performance based on current results, the use of proceeds from the Offering, expected cash costs based on the Company's current internal expectations, estimates, projections, assumptions and beliefs, which may prove to be incorrect. These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause the Company's actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking statement. These risks and uncertainties include, but are not limited to: the use of the net proceeds from the Offering, the granting of claim applications in Peru, community relations, liabilities inherent in mine development and production, geological risks, the financial markets generally, and the ability of the Company to raise additional capital to fund future operations. There can be no assurance that forward-looking statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.

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.