

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

**ITEM 1      Name and Address of Company**

NOA Lithium Brines Inc.  
1250, 639 – 5<sup>th</sup> Avenue SW  
Calgary, AB T2P 0M9

**ITEM 2      Date of Material Change**

November 29, 2024

**ITEM 3      News Release**

A press release was issued and disseminated on November 29, 2024 and filed on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com).

**ITEM 4      Summary of Material Change**

NOA Lithium Brines Inc. (“**NOA**” or the “**Company**”) announced that further to the Company’s press release dated October 15, 2024, the Company received final approval from the TSX Venture Exchange to extend the term of certain outstanding common shares purchase warrants. The Company also announced that it renegotiated terms on certain property option agreements for claims in the Company’s Arizaro and Salines Grandes projects and made final property payments on some of these properties.

**ITEM 5      Full Description of Material Change**

Please see the complete news release attached hereto as Schedule “A” to this report for a full description of the material change.

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

Not applicable.

**ITEM 7      Omitted Information**

Not applicable.

**ITEM 8      Executive Officer**

For additional information with respect to this material change, please contact:  
Gabriel Rubacha  
Chief Executive Officer and Director  
Email: [gabriel@noalithium.com](mailto:gabriel@noalithium.com)

**ITEM 9      Date of Report**

Dated as of November 29, 2024.

## SCHEDULE “A”

NEWS



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### **NOA Lithium Extends Term of Warrants, Amends Property Agreements and Completes Final Payments on Certain Property's**

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**November 29, 2024, Buenos Aires, Argentina – NOA Lithium Brines Inc. (TSX-V: NOAL)** (“NOA” or the “Company”) is pleased to announce that further to the Company’s press release dated October 15, 2024, the Company has received final approval from the TSX Venture Exchange (“TSXV”) to extend the term of certain outstanding common shares purchase warrants.

The TSXV has approved the term extension for the following common share purchase warrants:

- 36,817,300 warrants issued in connection with the reverse take-over and Qualifying Transaction (as defined by the TSXV) of the Company that closed on March 3, 2023, and are currently exercisable at \$0.20 per common share and that had an expiry date of March 3, 2025 have been extended to have a new expiry date of March 3, 2026, with all other terms of these warrants remaining the same;
- 12,257,140 warrants issued in connection with the reverse take-over and Qualifying Transaction (as defined by the TSXV) of the Company that closed on March 3, 2023 and are currently exercisable at \$0.50 per common share and that had an expiry date of March 3, 2025 have been extended to have a new expiry date of March 3, 2026, with all other terms of these warrants remaining the same;
- 18,795,867 warrants issued in connection with private placements of units that closed on January 25, 2023, February 17, 2023 and March 1, 2023 and are currently exercisable at \$0.50 per common share and that had an expiry date of September 3, 2025 have been extended to have a new expiry date of March 3, 2026, with all other terms of these warrants remaining the same. Note that 181,848 finder warrants issued pursuant to this unit offering were not extended due to TSXV Policies and still have a expiry date of September 3, 2025.

Furthermore, 1,083,333 warrants issued in connection with a finder’s fee as part of the reverse take-over and Qualifying Transaction (as defined by the TSXV) of the Company that closed on March 3, 2023 and are currently exercisable at \$0.50 per common share and that have an expiry date of September 3, 2025, were not extended due to TSXV Policies.

#### **Renegotiated Property Agreements and Payments**

The Company is also pleased to announce that it has renegotiated terms on certain property option agreements for claims in the Company's Arizaro and Salines Grandes projects. The applicable amendments to these agreements are set forth below.

## **ARIZARO PROJECT**

### *ALBA X Property (“Alba X Claim”)*

NOA and the property owner of this claim have agreed to amend the final property payment of US \$270,000 in cash and US \$135,000 in common shares to only US \$200,000 in cash. NOA has now made payment of this US \$200,000 in cash, as part of this final property payment of the Alba X Claim, which is within NOA's 78,000 hectares Arizaro Project, located in the Salta Province. All other commercial terms of this property agreement remain unchanged. With this payment, the Alba X property is fully owned by Company and this property is in the process of being registered in the name of a local wholly owned subsidiary of the Company.

### *Nevasca Property (“Chaschas Norte Claim”)*

NOA and CDN Maverick Capital Corp., the property owner of this claim, have agreed to amend the final property payment of US \$500,000 in cash and US \$500,000 in common shares to only US \$500,000 in cash. Additionally, the re-purchase price of the 3% net smelter royalty of US \$1,000,000 with an expiration date in June 2025 is amended to US \$500,000 in cash and with a new expiration date in September 2027. NOA has now made payment of this US \$500,000 in cash, as part of this final property payment of the Chaschas Norte Claim, which is within NOA's 78,000 hectares Arizaro Project, located in the Salta Province. All other commercial terms of this property agreement remain unchanged. With this payment, Chaschas Norte Claim is fully owned by Company and this property is in the process of being registered in the name of a local wholly owned subsidiary of the Company.

### *Hilario i and Francisco V Properties (“Hilario and Francisco Claims”)*

NOA and the property owner of these 100% claims in 6,487 hectares in the Arizaro Salar, have agreed to amend the final property payment of US \$1,241,000 in cash and US \$1,241,000 in common shares to US \$100,000 in cash and US \$200,000 in common shares at a price of \$0.30 per common share. Additionally, a 1% net smelter royalty has been agreed with a re-purchase price of US \$500,000 and an expiration date in November 2027. NOA has now made payment of this US \$100,000 in cash and has issued 932,066 common shares at a price of \$0.30 per common share to this said property owner, as part of this final property payment of the Hilario and Francisco Claims, which are within NOA's 78,000 hectares Arizaro Project, located in the Salta Province. All other commercial terms of this property agreement remain unchanged. With this payment, Hilario and Francisco Claims are fully (100%) owned by Company and this property is in the process of being registered in the name of a local wholly owned subsidiary of the Company. No finder's fees were paid as part of this transaction. Issuance of the aforementioned common shares have a four month hold from the date of

issuance, pursuant to applicable securities laws, and this transaction is subject to approval by the TSX Venture Exchange.

## **SALINAS GRANDES PROJECT**

Toy, Aurora, Salinita V, Salinita V bis, Salinita VIII, Tody and Matias, Properties (“**Salinas Grandes Claims**”)

NOA and the property owner of these claims have agreed to amend the two final property payments of US \$900,000 in cash which was due in October 2024 and US \$1,000,000 in cash due in March 2025 to the following schedule of payments: US \$100,000 October 30, 2024, US \$300,000 March 9, 2025, US \$500,000 March 9, 2026 and US \$1,000,000 September 9, 2027. NOA has now made payment of US \$100,000 in cash, as part of this revised property payment schedule for these Salinas Grandes Claims, which are within NOA’s 10,000 hectares Salinas Grandes Project, located in the province of Salta. All other commercial terms of this property agreement remain unchanged.

Yacones Salinas V Properties (“**Yacones Salinas V Claim**”)

NOA and the property owner of these claims have agreed to amend the final property payments of US \$388,000 in cash which was due in October 2024 to the following schedule of payments: US \$50,000 in October 15, 2024, US \$50,000 in January 15, 2025, and US \$150,000 in October 31, 2025. NOA has now made payment of US \$50,000 in cash, as part of this revised property payment schedule for the Yacones Salinas V Claim, which are within NOA’s 10,000 hectares Salinas Grandes Project, located in the province of Salta. All other commercial terms of this property agreement remain unchanged.

Gabriel Rubacha, Chief Executive Officer and Director of NOA, stated, *“The amendments agreed to reflect the recent changes in the lithium market. The properties that have now received final payments are being registered as owned by NOA, which will add to the existing land package already owned by the Company. Closing of the Clean Elements investment is anticipated shortly after the accompanying shareholders meeting on December 4, 2024 and a plan is already in motion to continue the development of our Flagship Rio Grande Project thereafter. The Arizaro and Salinas Grandes projects will provide NOA an enormous potential upside once we start the exploration in these two projects, unlocking more value to our shareholders”.*

Hernan Zaballa, Executive Chairman, stated, *“NOA is grateful to the property owners of the Arizaro and Salinas Grandes properties for their understanding of the current lithium market conditions. Their willingness to amend the agreements, reducing and deferring payments will allow NOA to preserve cash for the development of Rio Grande while we consolidate the Arizaro and Salinas Grandes projects to be developed following our flagship.”*

**About NOA Lithium Brines Inc.**

NOA is a lithium exploration and development company formed to acquire assets with significant resource potential. All NOA's projects are located in the heart of the prolific Lithium Triangle, in the mining-friendly province of Salta, Argentina, near a multitude of projects and operations owned by some of the largest players in the lithium industry. NOA has rapidly consolidated one of the largest lithium brine claim portfolios in this region that is not owned by a producing company, with key positions on three prospective salars, being Rio Grande, Arizaro, Salinas Grandes, and totalling over 140,000 hectares.

**On Behalf of the Board of Directors,**

***Gabriel Rubacha***

**Chief Executive Officer and Director**

**For Further Information On The Company**

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**Cautionary Note Regarding Forward-Looking Statements**

*Certain statements contained in this news release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this news release contains forward-looking information relating to, among other things, the completion of the Clean Elements private placement, the use of proceeds of this private placement, the operations of the Company, approval by the TSXV and any other regulatory bodies and shareholder approval. Those assumptions and factors are based on information currently available to the Company. Although such statements are based on reasonable assumptions of the Company's management, there can be no assurance that any conclusions or forecasts will prove to be accurate.*

*While the Company considers these statements to be reasonable based on information currently available, they may prove to be incorrect. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include market risks and the demand for securities of the Company, risks inherent in the exploration and development of mineral deposits, including risks relating to changes in project parameters as plans continue to be redefined, risks relating to variations in grade or recovery rates, risks relating to changes in mineral prices and the worldwide demand for and supply of minerals, risks related to increased competition and current global financial conditions, access and supply risks, reliance on key personnel, operational risks, and regulatory risks, including risks relating to the acquisition of the necessary licenses and permits, financing, capitalization and liquidity risks.*

*The forward-looking information contained in this news release is made as of the date hereof, and the Company is not obligated, and does not undertake, to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.*

**NEITHER 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 OR RELEASE.**