

Form 51-102F3
Material Change Report

ITEM 1 **Name and Address of Company**

NOA Lithium Brines Inc. (the “Corporation”)
1250, 639 – 5th Avenue SW
Calgary, AB T2P 0M9

ITEM 2 **Date of Material Change**

December 1, 2025.

ITEM 3 **News Release**

A press release was issued and disseminated on December 1, 2025 via Accesswire, and filed on SEDAR+ on December 1, 2025.

ITEM 4 **Summary of Material Change**

The Corporation announced on December 1, 2025 that it had closed its previously announced “bought deal” private placement (the “**Offering**”) for gross proceeds of C\$5,918,692 from the sale of 22,764,000 units of the Company (the “**Units**”) at a price of C\$0.26 per Unit (the “**Offering Price**”). Red Cloud Securities Inc. (“**Red Cloud**”) acted as sole underwriter and bookrunner under the Offering.

Each Unit consists of one common share of the Company (each, a “**Unit Share**”) and one common share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder to purchase one common share of the Company (each, a “**Warrant Share**”) at a price of C\$0.40 at any time on or before December 1, 2028.

The Company intends to use the net proceeds from the Offering for the advancement of the Company’s Rio Grande Project in the Salta Province of Argentina, as well as for general corporate purposes and working capital.

In accordance with National Instrument 45-106 - *Prospectus Exemptions* (“**NI 45-106**”), the Units were offered: (a) by way of a private placement to purchasers resident in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario (and, with the consent of the Company, in Québec) pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption*; (b) in the United States or to, or for the account or benefit of, U.S. persons, by way of private placement pursuant to the exemptions from the registration requirements provided for under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”); and (c) in jurisdictions outside of Canada and the United States on a private placement or equivalent basis, in each case in accordance with all applicable laws, provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction.

The securities issued pursuant to the sale of Units to purchasers in Canada are immediately freely tradeable in accordance with applicable Canadian securities legislation. The Units were offered to purchasers outside of Canada pursuant to an exemption from the prospectus requirements in Canada available under Alberta Securities Commission Rule 72-501 (Distributions to Purchasers Outside Alberta) (“**ASC Rule 72-501**”)

and, accordingly, securities issued pursuant to the Offering to purchasers outside of Canada in accordance with ASC Rules 72-501 are not subject to a four-month hold period in Canada.

In consideration for their services, Red Cloud received an aggregate cash commission of C\$250,929.12 and 965,112 broker warrants (the “**Broker Warrants**”). Each Broker Warrant shall be exercisable for one common share of the Company (a “**Broker Warrant Share**”) at a price of C\$0.40 per common share at any time on or before December 1, 2028. The Broker Warrants and Broker Warrant Shares are subject to a statutory hold period in accordance with applicable Canadian securities law and may not be traded until April 2, 2026, except as permitted by applicable securities legislation and the policies of the TSX Venture Exchange (the “**TSXV**”).

Clean Elements Ltd. (“**Clean Elements**”) subscribed for 5,770,000 Units under the Offering on the same terms as arm’s length investors. Clean Elements owns 31.4% of the issued and outstanding common shares of the Company on a non-diluted basis and 34.65% of the outstanding Common Shares on a fully-diluted basis (assuming the exercise of all Warrants issued to Clean Elements). The participation of Clean Elements in the Offering constitutes a “related party transaction” for the purposes of 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 Offering in reliance on sections 5.5(b) and 5.7(1)(a), respectively, of MI 61-101, as no securities of the Company are listed or quoted on the specified markets and neither the fair market value of the securities issued to Clean Elements nor the fair market value of the consideration for the securities issued to Clean Elements exceeds 25% of the Company’s market capitalization as calculated in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing date of the Offering as the aforementioned insider participation had not been confirmed at that time and the Company wished to close the Offering as expeditiously as possible.

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

ITEM 9 Date of Report

Dated as of December 1, 2025.

SCHEDULE “A”

NEWS RELEASE



NOA Lithium Announces Closing of Bought Deal LIFE Private Placement for Gross Proceeds of C\$5.9 Million

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR RELEASE, PUBLICATION, DISTRIBUTION OR DISSEMINATION DIRECTLY, OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES.

December 1, 2025, Buenos Aires, Argentina – NOA Lithium Brines Inc. (TSXV: NOAL | Frankfurt: N7N) (“NOA” or the “Company”) is pleased to announce the closing of its previously announced “bought deal” private placement (the “Offering”) for gross proceeds of C\$5,918,692 from the sale of 22,764,000 units of the Company (the “Units”) at a price of C\$0.26 per Unit (the “Offering Price”). Red Cloud Securities Inc. (“Red Cloud”) acted as sole underwriter and bookrunner under the Offering.

Each Unit consists of one common share of the Company (each, a “Unit Share”) and one common share purchase warrant (each, a “Warrant”). Each Warrant entitles the holder to purchase one common share of the Company (each, a “Warrant Share”) at a price of C\$0.40 at any time on or before December 1, 2028.

The Company intends to use the net proceeds from the Offering for the advancement of the Company’s Rio Grande Project in the Salta Province of Argentina, as well as for general corporate purposes and working capital.

In accordance with National Instrument 45-106 - *Prospectus Exemptions* (“NI 45-106”), the Units were offered: (a) by way of a private placement to purchasers resident in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario (and, with the consent of the Company, in Québec) pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption*; (b) in the United States or to, or for the account or benefit of, U.S. persons, by way of private placement pursuant to the exemptions from the registration requirements provided for under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”); and (c) in jurisdictions outside of Canada and the United States on a private placement or equivalent basis, in each case in accordance with all applicable laws, provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction.

The securities issued pursuant to the sale of Units to purchasers in Canada are immediately freely tradeable in accordance with applicable Canadian securities legislation. The Units were offered to purchasers outside of Canada pursuant to an exemption from the prospectus requirements in Canada available under Alberta Securities Commission Rule 72-501 (Distributions to Purchasers Outside Alberta) (“ASC Rule 72-501”) and, accordingly, securities issued pursuant to the Offering to purchasers outside of Canada in accordance with ASC Rules 72-501 are not subject to a four-month hold period in Canada.

In consideration for their services, Red Cloud received an aggregate cash commission of C\$250,929.12 and 965,112 broker warrants (the “Broker Warrants”). Each Broker Warrant shall be exercisable for one

common share of the Company (a “**Broker Warrant Share**”) at a price of C\$0.40 per common share at any time on or before December 1, 2028. The Broker Warrants and Broker Warrant Shares are subject to a statutory hold period in accordance with applicable Canadian securities law and may not be traded until April 2, 2026, except as permitted by applicable securities legislation and the policies of the TSX Venture Exchange (the “**TSXV**”).

NOA’s Chief Executive Officer Gabriel Rubacha states: “*We are satisfied with the strong interest shown in this financing. We would like to thank Clean Elements for its continued support and commitment to the Company, as evidenced by its participation in this placement. We will continue advancing the development of our flagship Rio Grande project, with the goal of taking it to feasibility and then production in the shortest possible time. We are confident that the recent trend toward recovery in lithium prices, which appears to be gradually materializing, will facilitate the achievement of our goals and objectives*”.

Clean Elements Ltd. (“**Clean Elements**”) subscribed for 5,770,000 Units under the Offering on the same terms as arm’s length investors. Clean Elements owns 31.4% of the issued and outstanding common shares of the Company on a non-diluted basis and 34.65% of the outstanding Common Shares on a fully-diluted basis (assuming the exercise of all Warrants issued to Clean Elements). The participation of Clean Elements in the Offering constitutes a “related party transaction” for the purposes of 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 Offering in reliance on sections 5.5(b) and 5.7(1)(a), respectively, of MI 61-101, as no securities of the Company are listed or quoted on the specified markets and neither the fair market value of the securities issued to Clean Elements nor the fair market value of the consideration for the securities issued to Clean Elements exceeds 25% of the Company’s market capitalization as calculated in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing date of the Offering as the aforementioned insider participation had not been confirmed at that time and the Company wished to close the Offering as expeditiously as possible.

The securities issued to Clean Elements will be subject to a four-month and one day hold period in accordance with the policies of the TSXV.

There is an amended offering document (the “**Amended Offering Document**”) related to the Offering available under the Company’s SEDAR+ profile at www.sedarplus.ca and on the Company’s website at www.noalithium.com.

The closing of the Offering remains subject to the final approval of the TSXV.

The securities offered in the Offering have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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, and 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

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Cautionary Note Regarding Forward-Looking Statements

This news release contains forward-looking statements and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipate”, “expects” and similar expressions. Forward-looking statements in this news release include, without limitation, statements regarding the final approval of the Offering by the TSX Venture Exchange, the intended use of proceeds from the Offering and certain matters regarding the Amended Offering Document. All statements other than statements of historical fact, included in this news release are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company’s expectations include the anticipated production and/or results of a water well, further brine process testing and exploration and other risks detailed from time to time in the filings made by the Company with securities regulators. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by applicable law.

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 of this release. No securities regulatory authority has reviewed nor accepts responsibility for the adequacy or accuracy of the content of this news release.