

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

D2 Lithium Corp. (the "Company" or "D2")  
Suite 202, 8661 – 201 Street  
Langley B.C. V2Y 0G9  
Phone: 604–681-6151

**2. Date of Material Change**

September 27, 2024

**3. News Release**

A news release was disseminated on September 30, 2024 through Stockwatch.

**4. Summary of Material Change**

The Company entered into an agreement on September 27, 2024 for the sale of all of its shares of Dajin Resources S.A. to an affiliate of Litica Resources S.A. ("Litica"). The transaction has closed and Litica is now the sole shareholder of Dajin Resources S.A. ("Dajin"). D2 has no further shareholdings or other interest in Dajin. The consideration received by D2 for the transaction was a cash payment of USD \$2,250,000 from an affiliate of Litica.

**5.1 Full Description of Material Change**

The Company entered into an agreement on September 27, 2024 (the "Agreement") for the sale of all of its shares of Dajin Resources S.A. (the "Transaction") to an affiliate of Litica. The transaction has closed and Litica is now the sole shareholder of Dajin. D2 has no further shareholdings or other interest in Dajin. The consideration received by D2 for the Transaction was a cash payment of USD \$2,250,000 from an affiliate of Litica.

D2 holds certain lithium mineral exploration properties in the USA. As of May 31, 2024, D2's investment in Dajin as reported on its interim consolidated financial statements was \$32,903. The consideration from the Transaction will be used to strengthen the D2's balance sheet and allow D2 to focus on advancing its core mineral properties in Nevada and fund litigation against former officers to recover unauthorized benefits and payments they received and inappropriate expenditures they made and for general operating expenses.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable.

**6. Reliance on Section 7.1(2) of National Instrument 51-102**

Not Applicable.

**7. Omitted Information**

Not Applicable.

**8. Executive Officer**

The name and business number of the executive officer of the Company who is knowledgeable about the material change and this report is:

Brian Findlay, President  
(604) 681-6151

**9. Date of Report**

October 7, 2024

**Forward-Looking Statements**

Certain statements contained in this report constitute forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking statements relate to the strengthening of the Company's balance sheet and its focus on advancing its core mineral properties.

In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "occur" or "be achieved" suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information contained in this report is based on certain factors and assumptions regarding, among other things, the Company can raise additional financing to continue operations; the results of exploration activities, commodity prices, the timing and amount of future exploration and development expenditures, the availability of labour and materials, receipt of and compliance with necessary regulatory approvals and permits, the estimation of insurance coverage, and assumptions with respect to currency fluctuations, environmental risks, title disputes or claims, and other similar matters. While the Company considers these assumptions to be reasonable based on information currently available to it, 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 of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include risks inherent in the exploration and development of mineral deposits, including risks relating to the ability to access infrastructure, risks relating to the failure to access financing, risks relating to changes in commodity prices, risk related to unanticipated geological or structural formations and characteristics risks related to current global financial conditions, risks related to current global financial conditions and the impact of any resurgence of COVID-19 on the Company's business, reliance on key personnel, operational risks inherent in the conduct of exploration and development activities, including the risk of accidents, labour disputes and cave-ins, regulatory risks including the risk that permits may not be obtained in a timely fashion or at all, financing, capitalization and liquidity risks, risks related to disputes concerning property titles and interests, environmental risks and the additional risks identified in the Company's reports and filings with applicable Canadian securities regulators.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information is made as of the date of this report. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise any forward-looking information.