

## MATERIAL CHANGE REPORT

### Item 1 Name and Address of Company

Tectonic Metals Inc. (the "Company" or "Tectonic")  
Suite 312 - 744 West Hastings Street  
Vancouver, BC V6C 1A5

### Item 2 Date of Material Change

September 2, 2020

### Item 3 News Release

A news release with respect to the material change referred to in this report was filed by the Company through Cision on September 2, 2020 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

### Item 4 Summary of Material Change

On September 2, 2020, the Company announced that it has acquired the Carrie Creek and Mt. Harper properties from Doyon, Limited ("Doyon").

### Item 5 Full Description of Material Change

The mineral lease agreement between Tectonic and Doyon (the "Agreement") grants Tectonic a 100% interest in both the Carrie Creek and Mount Harper properties. In line with Tectonic's business model and risk management strategy, the Agreement covers all aspects of exploration, development, production and royalties.

- **Term**

The initial lease term is for 15 years and the Agreement includes renewal clauses to extend the lease period up to the entire operational period of the mine.

- **Scholarship Contributions**

Tectonic has committed to contributing to the Doyon Foundation or to another accredited institution as directed by Doyon an annual US\$10,000 scholarship for the term of the lease. The scholarship amount increases to US\$50,000 each year following the commencement of commercial production at either the Carrie Creek or Mount Harper Property. The Doyon Foundation was established as a separate non-profit charitable organization in 1989 by Doyon. Doyon Foundation's mission is to provide educational, career and cultural opportunities to enhance the identity and quality of life for Doyon shareholders. Doyon Foundation carries out its mission by providing basic and competitive scholarships, works with organizations to place interns, and advances traditional Native knowledge by partnering with various organizations.

- **Annual Payments**

In consideration, the Company paid Doyon US\$10,000 on the date of execution of the Agreement and is required to make annual payments in the amount of:

- i. US\$10,000 on or before January 1 each year from 2021 through to and including 2024
- ii. US\$40,000 on or before January 1 each year from 2025 through to and including 2029
- iii. US\$100,000 on or before January 1 each year commencing 2030 and thereafter. If the Company exercises an option to extend the lease term by another 5 years after completion of a feasibility study, this annual payment shall be increased to US\$200,000

Upon completion of a feasibility study on any portion of the Carrie Creek or Mount Harper properties, the Company is required to pay a one-time fee of US\$150,000 to Doyon.

- **Exploration Expenditures**

The Company is required to incur the following amounts for collective exploration expenditures on the Carrie Creek and Mount Harper properties:

Expenditure Periods	Required Aggregate Exploration Expenditures over Period (US\$)
2020-2022	\$1,000,000
2023-2026	\$1,200,000
2027-2030	\$2,000,000
Each four-lease year period commencing 2031	\$2,000,000

Tectonic is permitted to carry forward excess expenditures and apply them against a future expenditure period. Tectonic is required to spend at least 25% of its required aggregate expenditures for each expenditure period for the benefit of each the Carrie Creek Properties and the Mount Harper Property.

- **Royalties**

Doyon is granted a 2% net smelter royalty ("NSR") for precious metals and a 1% NSR for base minerals until the end of the fourth year of commercial production. Doyon is granted a 3% NSR for precious minerals and a 2% NSR for base minerals from the fifth to tenth anniversary of commercial production. After the tenth anniversary of commercial production, the production royalty for precious minerals is the greater of a 4% NSR or 15% of net proceeds and the production royalty for base minerals is the greater of a 3% NSR or 15% of net proceeds.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable

**Item 7 Omitted Information**

Not applicable

**Item 8 Executive Officer**

For further information contact Krysta Chapman at 1-888-858-9887.

**Item 9 Date of Report**

DATED as of this 3rd day of September 2020

**Tectonic Metals Inc.**

By: "Krysta Chapman"  
Krysta Chapman  
Chief Financial Officer