

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1. Name and Address of Reporting Issuer

Laurion Mineral Exploration Inc. (the “**Corporation**”)
40 King Street West, Suite 5800
Toronto, ON
M5H 3S1

Item 2. Date of Material Change

December 30, 2021

Item 3. News Release

A news release was disseminated on December 31, 2021 through Cision.

Item 4. Summary of Material Change

On December 30, 2021, the Corporation completed its previously announced non-brokered private placement (the “**Private Placement**”) of flow-through (“**FT Units**”) for gross proceeds to the Corporation of approximately \$575,000.

The Private Placement resulted from strong investor demand for the Corporation’s previous private placement, which closed on December 8, 2021 on substantially similar terms. Following the closing of the Private Placement, the Corporation has raised an aggregate of approximately \$2,575,000 in gross proceeds from its two financings completed in December 2021.

Item 5. Full Description of Material Change

The Corporation announced that it has closed the Private Placement, which was initially announced on December 24, 2021. Pursuant to the Private Placement, the Corporation issued an aggregate of 766,666 FT Units at a subscription price of \$0.75 per FT Unit, for aggregate gross proceeds to the Corporation of approximately \$575,000.

The Private Placement resulted from strong investor demand for the Corporation’s previous private placement, which closed on December 8, 2021 on substantially similar terms. Following the closing of the Private Placement, the Corporation has raised an aggregate of approximately \$2,575,000 in gross proceeds from its two financings completed in December 2021.

Each FT Unit consists of one common share of the Corporation issued as a “flow-through share” (as defined in subsection 66(15) of the *Income Tax Act* (Canada) (the “**Tax Act**”)) (each, a “**FT Share**”) and one-half of one common share purchase warrant (each whole common share purchase warrant, a “**Warrant**”). Each Warrant entitles the holder thereof to acquire one non flow-through common share of the Corporation at a price of \$0.82 per share for a period of 12 months from the date of issuance.

The gross proceeds allocable to the FT Shares comprising the FT Units will be used for “Canadian exploration expenses” (within the meaning of the Tax Act), which will qualify, once renounced, as “flow-through mining expenditures”, as defined in the Tax Act, which will be renounced with an effective date of no later than December 31, 2021 (provided the subscriber deals at arm’s length with the Corporation at all relevant times) to the initial purchasers of FT Units in an aggregate amount not less than the gross proceeds raised from the issue of the FT Units which are allocable to the FT Shares.

Pursuant to the Private Placement, a certain director of the Corporation subscribed for 133,333 FT Units for gross proceeds to the Corporation of \$100,000, which is considered a related party transaction within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). Full details of this transaction will be available on the System for Electronic Disclosure by Insiders (SEDI) at: www.sedi.ca. The Private Placement is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the subject matter of the Private Placement, nor the consideration paid, exceed 25% of the Corporation’s market capitalization. No additional insiders or related parties of the Corporation participated in the Private Placement. No new insiders or control persons were created in connection with the closing of the Private Placement. The Private Placement was reviewed and unanimously approved by the Corporation’s Board of Directors, which determined that the Private Placement was in the overall best interests of the Corporation. No special committee was created to review the Private Placement because only one insider participated in the Private Placement and the Private Placement was unanimously approved by the Board of Directors.

This material change report was filed less than 21 days before the closing date of the Private Placement, as described herein, because in the view of the Corporation, it was reasonable in the circumstances due to the fact that the terms of the related party transaction were not settled 21 days before the closing of the Private Placement and the applicable documentation was not finalized by the parties until shortly prior to closing.

The Corporation did not pay any finders’ fees or issue any finder’s warrants in connection with the Private Placement.

Pursuant to applicable Canadian securities laws, all securities issued pursuant to the Private Placement are subject to a hold period of four months and one day, expiring on May 1, 2022. The Private Placement remains subject to the TSX Venture Exchange’s final approval.

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

Cynthia Le Sueur-Aquin
President and Chief Executive Officer
Tel: 1-705-788-9186
Fax: 1-705-805-9256

Item 9. Date of Report

December 31, 2021.