

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

BeMetals Corp. (the “Company”)
Suite 3123 – 595 Burrard Street
Vancouver, BC V7X 1J1

Item 2 Date of Material Change

June 10, 2019

Item 3 News Release

The Company issued a new release pre-market on June 11, 2019 which was disseminated through Cision Canada and filed on SEDAR with the securities commissions of British Columbia and Alberta.

Item 4 Summary of Material Change

On June 10, 2019, the Company completed the second stage (the “**Second Stage**”) of the option agreement (the “**Option Agreement**”) with Thunder Mountain Gold, Inc. (“**THMG**”) and certain of its subsidiaries. The Option Agreement secures the right to acquire up to a 100% interest in the zinc-silver South Mountain project in southwest Idaho, USA (the “**South Mountain Project**”) through the acquisition of the THMG wholly-owned subsidiary South Mountain Mines, Inc. (“**SMMI**”). In accordance with the terms of the Option Agreement, the Company issued 10,000,000 common shares in the capital of the Company to THMG and purchased 2,500,000 common shares of THMG on a private placement basis at a cost of US\$0.10 per share for an aggregate cost of US\$250,000.

In connection with completion of the Second Stage (i) the Company filed an updated independent technical report on SEDAR; (ii) the Company paid a cash fee of C\$207,412 and issued 878,863 common shares in the capital of the Company to Haywood Securities Inc. pursuant to an advisory agreement; and (iii) the Company’s outstanding subscription receipts issued upon closing of the Company’s private placement financing automatically converted into an aggregate of 25,000,000 common shares in the capital of the Company and 6,250,000 share purchase warrants.

Item 5 Full Description of Material Change

South Mountain Transaction and Option Agreement

On June 10, 2019, following approval from the TSX Venture Exchange, the Company completed the Second Stage and has acquired the right to acquire up to 100% interest in the South Mountain Project (the “**Transaction**”). In accordance with the terms of the Option Agreement, the Company issued 10,000,000 common shares in the capital of the Company to THMG (the “**Transaction Shares**”) and purchased 2,500,000 common shares of THMG on a private placement basis at a cost of US\$0.10 per share for a total of US\$250,000.

Pursuant to the Option Agreement, the Company will have two years to complete the exercise of the option (subject to extension in certain circumstances). The Company has become the operator of the South Mountain Project and will solely fund the exploration programs and completion of a preliminary economic assessment (“**PEA**”) for the South Mountain Project. To complete the option exercise, the Company must:

- Make four cash payments of US\$250,000 each on or before the 6, 12, 18 and 24 month anniversary dates of completion of the Second Stage, respectively;
- Complete a preliminary economic assessment for the South Mountain Project; and
- Make a final value payment to THMG consisting of cash, common shares of the Company, or a combination of both at the discretion of the Company. The final payment will be the greater of either US\$10 million or 20% of the after-tax net present value of the South Mountain Project as calculated in the PEA study completed by an agreed independent author. The final payment will be decreased by US\$850,000 to account for certain cash payments previously made, the value of the Transaction Shares, as well as certain liabilities of SMMI to be assumed upon acquisition. The final value payment is also capped at a maximum of 50% of the market capitalization of the Company as of the completion date of the exercise of the option.

Independent Technical Report

In connection with the Transaction, the TSX Venture Exchange accepted the Company's filing of an updated NI 43-101 technical report for the South Mountain Project. The technical report, titled "National Instrument 43-101 Technical Report: Updated Mineral Resource Estimate for the South Mountain Project Owyhee County, Idaho, USA" was prepared for the Company by Hard Rock Consulting, LLC and can be viewed under the Company's profile on SEDAR at www.sedar.com.

Advisory Agreement

In connection with the Transaction, the Company entered into an advisory agreement (the "**Advisory Agreement**") with Haywood Securities Inc. (the "**Advisor**"). Pursuant to the Advisory Agreement, the Company has paid a cash fee of \$207,412 and issued 878,863 common shares in the capital of the Company to the Advisor.

Conversion of Subscription Receipts

In connection with completion of the Second Stage, the Company's outstanding subscription receipts (the "**Subscription Receipts**") issued upon closing of the Company's private placement financing on May 6, 2019 automatically converted into an aggregate of 25,000,000 common shares in the capital of the Company and 6,250,000 share purchase warrants. The aggregate gross proceeds from the offering of Subscription Receipts, being C\$6,250,000, which had been held in escrow in accordance with the terms of the Subscription Receipts, has been released to the Company.

Clive Johnson, a director of the Company, purchased 1,200,000 subscription receipts, which were converted into units of the Company in connection with completion of the Second Stage; however, the percentage of Mr. Johnson's holdings has been diluted by the Company's other share issuances pursuant to the private placement and completion of the Second Stage. As a result, Mr. Johnson is no longer deemed a 10% holder of the Company. Mr. Johnson has filed an early warning report in accordance with applicable securities laws and is no longer required to complete any further regulatory filings in this regard. Prior to the conversion of the Subscription Receipts, Mr. Johnson held directly and indirectly, and/or had control over an aggregate of 7,100,000 common shares which, prior to the conversion of the Subscription Receipts represented 10.28% common shares of the Company and would have held 7,850,000 common shares representing 11.25% on a partially diluted basis assuming the exercise of 750,000 stock options. Following the conversion of the Subscription Receipts, Mr. Johnson retains 7.91% ownership of the Company through direct and indirect ownership and/or control, over an aggregate of 8,300,000 common shares of the Company and would own 8.82% on a partially diluted basis, assuming the exercise of the 300,000 share purchase warrants and 750,000 incentive stock options currently held or controlled by him.

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

The following executive officer of the Company is knowledgeable about the material change and this Report:

Kristen Reinertson, CFO & Corporate Secretary, (604) 609-6118

Item 9 Date of Report

June 20, 2019