

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

BeMetals Corp. (the "Company" or "BeMetals")
3123 – 595 Burrard Street, Vancouver, British Columbia, V7X 1J1

Item 2 Date of Material Change

August 13, 2020

Item 3 News Release

A news release reporting the material change was issued by the Company and disseminated through Globe Newswire on August 13, 2020 and subsequently filed on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

The Company closed its previously announced private placement offering.

Item 5 Full Description of Material Change

The Company closed its previously announced brokered private placement ("Financing") of 18,750,000 common shares (the "Shares") for aggregate gross proceeds of \$7,500,000. The Company paid a cash commission of \$433,500 and issued an aggregate of 1,083,750 compensation options, each exercisable into one common share for two years at an exercise price of \$0.40, to the agents for the Financing. The common shares and the agents' options issued as part of the Financing are subject to a hold period expiring on December 14, 2020.

Insiders of the Company purchased Shares in the aggregate amount of \$405,000 and, accordingly that portion of the Financing is a related party transaction under the policies of the TSX Venture Exchange and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying on exemptions from the minority shareholder approval and formal valuation requirements applicable to the related party transactions under Sections 5.7(b) and 5.5(b) respectively, of MI 61-101. There has been no prior formal valuation of the Shares as there has not been any necessity to do so. The Financing has been reviewed and unanimously approved by the Company's board of directors, including the independent directors.

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

Kristen Reinertson, CFO
Telephone: 604.609.6118

Item 9 Date of Report

August 18, 2020