

51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company

Pure Energy Minerals Limited (the “Company”)
Suite 2100 – 1055 West Georgia Street
Vancouver, BC V6E 3P3

ITEM 2. Date of Material Change

July 8, 2019

ITEM 3. News Release

The Company disseminated news releases via Newsfile in respect of the material change on July 19, 2019.

ITEM 4. Summary of Material Changes

Settlement of debts and resignation of director.

ITEM 5. Full Description of Material Change

See attached news release.

ITEM 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

ITEM 7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. Executive Officer

For further information, please contact:

Name: Frank Wells, Interim Chief Financial Officer
Telephone: (303) 399-8885

ITEM 9. Date of Report

July 19, 2019



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PURE ENERGY MINERALS COMPLETES SETTLEMENT WITH MANAGEMENT; RESIGNATION OF DIRECTOR

July 19, 2019 – Pure Energy Minerals Limited (TSX VENTURE:PE) (OTCQB:PEMIF) (the “Company” or “Pure Energy”) reports that it has received final TSX Venture Exchange approval to settle debts totalling \$118,637.33 by the issuance of 912,595 common shares to two former officers, as previously announced. The shares are subject to a four month and one day hold period.

The Company also announces that Patrick Highsmith has resigned as a director due to pursue other business commitments. The Board wishes to thank Patrick for his technical leadership and service to the Company.

About Pure Energy Minerals Limited

Pure Energy Minerals is a lithium resource developer that is driven to become a low-cost supplier for the growing lithium battery industry. Pure Energy has consolidated a pre-eminent land position at its Clayton Valley Project in the Clayton Valley of central Nevada for the exploration and development of lithium resources, comprising 948 claims over 23,360 acres (9,450 hectares), representing the largest mineral land holdings in the valley. Pure Energy’s Clayton Valley Project adjoins and surrounds on three sides the Silver Peak lithium brine mine operated by Albemarle Corporation. The Company has completed a Preliminary Economic Assessment (“PEA”) for the Clayton Valley Project (news releases of June 26, 2017 and April 5, 2018). In May 2019, the Company announced the agreement with a strategic partner for the design and construction of a pilot plant for the testing of lithium brines at the Clayton Valley Project.

Quality Assurance

WalterWeinig, Professional Geologist and Qualified Person as designated by the Mining and Metallurgical Society of America (MMSA registration #01529QP), is a qualified person as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* and supervised the preparation of the scientific and technical information that forms the basis for this news release. Mr. Weinig is not independent of the Company, as he is a former officer.

On behalf of the Board of Directors,

“Mary L. Little”

Director, Pure Energy Minerals Ltd.

CONTACT:

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Telephone – 604 608 6611

Cautionary Statements and Forward-Looking Information

The information in this news release contains forward looking statements that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in our forward-looking statements. Factors that could cause such differences include: changes in world commodity markets, equity markets, costs and supply of materials relevant to the mining industry, change in government and changes to regulations affecting the mining industry. Forward-looking statements in this release may include future exploration and development on the CV Project. Although we believe the expectations reflected in our forward-looking statements are reasonable, results may vary, and we cannot guarantee future results, levels of activity, performance or achievements.

The Company does not undertake to update any forward-looking information, except as required by applicable laws. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.