

51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company

Pure Energy Minerals Limited (the “Company”)
Suite 1100 – 1111 Melville Street
Vancouver, BC V6E 3V6

ITEM 2. Date of Material Change

January 14, 2021

ITEM 3. News Release

The Company disseminated a news release via Newsfile in respect of the material change on January 15, 2021

ITEM 4. Summary of Material Changes

Election of new 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:
Mary Little, Managing Director
Telephone: c/o 604-608-6611

ITEM 9. Date of Report

January 25, 2021



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PURE ENERGY MINERALS REPORTS ON 2020 ANNUAL GENERAL MEETING AND APPOINTS HUA HUANG AS DIRECTOR

January 18, 2021 – Pure Energy Minerals Limited (TSX VENTURE:PE) (OTCQB:PEMIF) (the “Company” or “Pure Energy”) is pleased to announce results of the 2020 Annual General Shareholder Meeting held on January 14, 2021 in Vancouver, Canada.

The shareholders of the Company represented at the Meeting re-elected incumbent directors Frank Wells, Michael Dake, Mary Little, Tyler Durham and Joseph Mullin, as well as Hua Huang as a new director of the Company for the ensuing year. Further, shareholders also approved the reappointment of Baker Tilly WM LLP, Chartered Accountants as the Company's independent auditor, and approved the Company's Incentive Stock Option Plan.

The Company is very pleased to welcome Ms. Hua Huang to the Board of Directors. Ms. Hua is a director of Lithium X Energy Corp., a shareholder of the Company. She has worked in banking and marketing, and holds a BA (Mathematics/Economics) from the University of British Columbia.

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).

Pure Energy's strategic partner, Schlumberger Technologies Corporation (“SLB”), is the operator of the Clayton Valley Project. In May of 2019, Pure Energy and SLB signed an Earn-In agreement over the CV Project which requires significant investment by SLB at the Project, to include the design and construction of a pilot plant capable of processing lithium-bearing brines for high-quality lithium hydroxide monohydrate (“lithium hydroxide” or “LiOH·H₂O”) and/or lithium carbonate products at a specified rate. SLB plans to utilize both in-house and commercially available technology in the design of the CV pilot plant. SLB's costs, technical parameters and ultimate technology are anticipated to differ from the published PEA. For further details regarding SLB's participation, please refer to Pure Energy's Annual General and Special Meeting Management Information Circular dated April 4, 2019, available on SEDAR.com.

On January 3, 2019, the Nevada Division of Water Resources (“NDWR”) approved and granted a Finite Term Water Right to Pure Energy, through its wholly-owned subsidiary Esmeralda Minerals LLC, for the extraction of up to 50 acre-feet of water during a 5-year period from the CV properties. This water right is deemed sufficient for brine testing requirements and SLB's future pilot plant facility.

Quality Assurance

Walter Weinig, 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.

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.