

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Saville Resources Inc. (the “Company”)
Suite 1450 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

December 23, 2020

Item 3 News Release

The news release was disseminated on December 23, 2020 through Accesswire.

Item 4 Summary of Material Change

The Company announced that it has completed the first tranche of its previously announced non-brokered private placement (the “Offering”), as described in its News Release dated December 17, 2020, pursuant to which it has issued an aggregate of 8,250,000 flow-through shares (each, a “FT Share”) at a price of \$0.05 per FT Share for gross proceeds of \$435,000 and 6,014,500 non flow through units (each, a “NFT Unit”) at a price of \$0.05 per NFT Share for gross proceeds of \$300,725.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has completed the first tranche of its previously announced Offering, as described in its News Release dated December 17, 2020, pursuant to which it has issued an aggregate of 8,250,000 FT Shares at a price of \$0.05 per FT Share for gross proceeds of \$435,000 and 6,014,500 NFT Units at a price of \$0.05 per NFT Share for gross proceeds of \$300,725.

Each FT Share was issued on a “flow-through” basis pursuant to the Income Tax Act (Canada).

Each NFT Unit will consist of one common share of the Company (each, an “NFT Share”) and one non-transferable common share purchase warrant (each, an “NFT Warrant”), with each NFT Warrant entitling the holder to purchase one NFT Share for a period of three years following the closing of the Offering (the “Closing”) at an exercise price of \$0.075 per NFT Share in the first year and at an exercise price of \$0.15 per NFT Share for the remaining two years.

The securities issued under the Offering are subject to a statutory hold period expiring on April 24, 2021.

The Company paid cash finder’s fees of \$19,600 to a certain finder.

The Company plans to use the proceeds from the Offering for exploration and development of the Company’s Niobium Claim Group Property in Quebec.

Disclosure Required by MI 61-101

Pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”), the Private Placement constitutes a “related party transaction” as a related party of the Company participated in the Private Placement.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

The Company entered into a subscription agreement with Zimtu Capital Corp., a 10% shareholder, whereby Zimtu agreed to purchase 5,889,500 Units of the Company at a price of \$0.05 per Unit for proceeds of \$294,475.

(b) the purpose and business reasons for the transaction:

Proceeds of the Private Placement are anticipated to be used for the development of the Company's Niobium Claim Group Property in Quebec.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The Private Placement will provide funds for exploration and development of the Company's Niobium Claim Group Property in Quebec.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

See item (a).

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

The following table sets out the effect of the Private Placement on the percentage of securities of the Company beneficially owned or controlled by Zimtu Capital Corp.:

Name and Position	Dollar Amount of Shares Purchased	Number of Securities Purchased	No. of Shares Held prior to Closing of the Private Placement	Percentage of Issued and Outstanding Shares prior to Closing of the Private Placement	No. of Shares Held After Closing of the Private Placement	Percentage of Issued and Outstanding Shares After Closing of the Private Placement
Zimtu Capital Corp. 10% Shareholder	\$294,475	5,889,500 Units	Undiluted: 7,371,000 ⁽¹⁾ Diluted: 9,371,000 ⁽²⁾	Undiluted: 11.62% ⁽³⁾ Diluted: 14.33% ⁽⁴⁾	Undiluted: 13,260,500 ⁽⁵⁾ Diluted: 21,150,000 ⁽⁶⁾	Undiluted: 17.07% ⁽⁷⁾ Diluted: 24.72% ⁽⁸⁾

⁽¹⁾ Comprised of: (i) 7,371,000 Shares held directly.

⁽²⁾ Comprised of: (i) 7,371,000 held directly, and (ii) 9,371,000 warrants held directly, each of which is exercisable into one Share.

⁽³⁾ Based on 63,415,400 Shares outstanding prior to the completion of the Private Placement.

⁽⁴⁾ Based on 65,415,400 Shares outstanding on a partially-diluted basis prior to the completion of the Private Placement, comprised of: (i) 63,415,400 outstanding prior to the completion of the Private Placement, and (ii) 2,000,000 Shares that may be issued on exercise of warrants held directly.

⁽⁵⁾ Comprised of: (i) 13,260,500 Shares held directly.

⁽⁶⁾ Comprised of: (i) 13,260,500 Shares held directly, (ii) all of the convertible securities of the Company set out in footnote (2) above, and (iii) 5,889,500 warrants held directly, each of which is exercisable into one share at a price of (a) \$0.075 per common share until December 23, 2021; and (b) \$0.15 per common share from December 24, 2021 until December 23, 2023.

- (7) Based on 77,679,900 Shares outstanding following the completion of the Private Placement.
- (8) Based on 85,569,400 Shares outstanding on a partially diluted-bases following the completion of the Private Placement, comprised of: (i) 77,679,900 Shares outstanding following the completion of the Private Placement, and (ii) 7,889,500 Shares that may be issuable on exercise of warrants held directly.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

A resolution of the board of directors was passed on December 23, 2020 which approved the Private Placement. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

(f) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:

(i) that has been made in the 24 months before the date of the material change report:

Not applicable.

(ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

See item (a).

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

The Private Placement is exempt from the valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in section 5.5(a) and 5.7(1)(a) of MI 61-101, since neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Private Placement, insofar as it involves interested parties, exceeds 25% of the Company's market capitalization.

The Company did not file a material change report 21 days prior to closing of the Financing as the Company was not aware of all details of the insider participation in the Financing until just before closing.

See attached new release with respect to the matter described above.

5.2 *Disclosure for Restructuring Transactions*

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Contact: Mike Hodge, President & CEO
Telephone: 604.681.1568

Item 9 Date of Report

December 29, 2020



1450, 789 West Pender Street
Vancouver, BC V6C 1H2

t. 604 681 1568
www.savilleres.com

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SAVILLE ANNOUNCES CLOSING OF FIRST TRANCHE OF FLOW-THROUGH AND NON FLOW-THROUGH PRIVATE PLACEMENT

VANCOUVER, B.C., December 23, 2020 – Saville Resources Inc. (TSXv: SRE, FSE: SOJ) (the “**Company**”) is pleased to announce that it has completed the first tranche of its previously announced non-brokered private placement (the “**Offering**”), as described in its News Release dated December 17, 2020, pursuant to which it has issued an aggregate of 8,250,000 flow-through shares (each, a “**FT Share**”) at a price of \$0.05 per FT Share for gross proceeds of \$435,000 and 6,014,500 non flow through units (each, a “**NFT Unit**”) at a price of \$0.05 per NFT Share for gross proceeds of \$300,725.

Each FT Share was issued on a “flow-through” basis pursuant to the *Income Tax Act* (Canada).

Each NFT Unit will consist of one common share of the Company (each, an “**NFT Share**”) and one non-transferable common share purchase warrant (each, an “**NFT Warrant**”), with each NFT Warrant entitling the holder to purchase one NFT Share for a period of three years following the closing of the Offering (the “**Closing**”) at an exercise price of \$0.075 per NFT Share in the first year and at an exercise price of \$0.15 per NFT Share for the remaining two years.

The securities issued under the Offering are subject to a statutory hold period expiring on April 24, 2021.

The Company paid cash finder’s fees of \$19,600 to a certain finder.

The Company plans to use the proceeds from the Offering for exploration and development of the Company’s Niobium Claim Group Property in Quebec.

Insiders of the Company subscribed for a total of 5,889,500 Units under the financing, which is a “related party transaction” within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The issuance to the insiders is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company’s shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the shares issued to the related parties did not exceed 25% of the Company’s market capitalization.

None of the securities sold in connection with the Offering will be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release

shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Saville Resources Inc.

The Company's principal asset is the Niobium Claim Group Property, currently under Earn-In Agreement from Commerce Resources Corp. for up to a 75% interest. The Property consists of 26 contiguous mineral claims, encompassing an area of approximately 1,223 hectares, and is considered highly prospective for niobium and tantalum. The Property includes portions of the high-priority, and drill ready, Miranna Target where prior boulder sampling in the area has returned 5.9% Nb₂O₅ and 1,220 ppm Ta₂O₅, as well as the Northwest and Southeast areas where previous drilling has returned wide intercepts of mineralization, including 0.61% Nb₂O₅ over 12.0 m (EC08-008) and 0.82% Nb₂O₅ over 21.9 m (EC10-033), respectively.

On behalf of the Board of Directors

SAVILLE RESOURCES INC.

"Mike Hodge"

Mike Hodge
President
Tel: 604.681.1568

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statement Regarding Forward-Looking Statements

This news release contains forward-looking information which is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ from those projected in the forward-looking statements. Forward looking statements in this press release but are not limited to, statements with respect to the expectations of management regarding the proposed Offering, the expectations of management regarding the use of proceeds of the Offering, closing conditions for the Offering, and Exchange approval of the proposed Offering. These forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Risks that could change or prevent these statements from coming to fruition include the Company may not complete the Offering on terms favorable to the Company or at all; the Exchange may not approve the Offering; the proceeds of the Offering may not be used as stated in this news release; the funds raised from the sale of the FT Shares may not be renounced in favour of the FT Share holders; the Company may be unable to satisfy all of the conditions to the Closing. The forward-looking information contained herein is given as of the date hereof and the Company assumes no responsibility to update or revise such information to reflect new events or circumstances, except as required by law.