

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

C3 Metals Inc. (the “Company”)
161 Bay Street, 27th Floor
Toronto, ON M5J 2S1

2. Date of Material Change

August 15, 2022

3. News Release

A news release was issued by the Company on August 15, 2022, through the facilities of Newsfile Corp., which was subsequently filed on the Company’s issuer profile on SEDAR.

4. Summary of Material Change

On August 15, 2022, the Company announced the appointment of Dan Symons to the position of President and Chief Executive Officer of the Company effective September 6, 2022. Simultaneous with his appointment, Mr. Symons will also join the Company’s board of directors.

5. Full Description of Material Change

See 4 above and press release attached as Schedule A.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer.

For further information, contact:

John McNeice, CFO
jmcneice@c3metals.com

9. Date of Report.

This report is dated at Toronto, this 29th day of August, 2022.

Forward Looking Statement

Certain statements contained in this material change report constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Company. Although such statements are based on reasonable assumptions of the Company's management, there can be no assurance that any conclusions or forecasts will prove to be accurate.

The forward-looking information contained in this material change report is made as of the date hereof, and the Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

SCHEDULE A

See attached press release dated August 15, 2022.