

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Rock Tech Lithium Inc. (the “Company” or “Rock Tech”)
Bay Adelaide Centre – North Tower
40 Temperance Street, Suite 2700
Toronto, ON M5H 0B4

2. Date of Material Change

September 4, 2025, September 5, and September 12, 2025

3. News Release

The Company issued news releases on September 4, 2025, September 5, 2025 and September 12, 2025 announcing the material changes, which were disseminated via PRNewswire and filed under the Company’s SEDAR+ profile at www.sedarplus.ca.

4. Summary of Material Change

The Company announced the closing of a brokered and a non-brokered private placement (the “Offering”) of units (the “Units”). The Company issued 5,753,221 Units at a price of \$0.90 per Unit for total gross proceeds of \$5,177,898.90 in the first tranche closing; 340,000 Units at a price of \$0.90 per Unit for total gross proceeds of \$360,000 in the second tranche closing; and 1,138,400 Units at a price of \$0.90 per Unit for total gross proceeds of \$1,024,560 in the third tranche closing. In aggregate, the Company issued an aggregate of 7,231,621 Units for total gross proceeds of \$6,508,459 under the first, second and third tranches of the Offering.

Each Unit consisted of one common share of the Company and one common share purchase warrant of the Company, exercisable at price of \$1.17 to purchase one additional common share of the company for a period of three years from the date of issuance thereof.

5. Full Description of Material Changes

See attached Schedules “A”, “B” and “C”.

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

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

For further information please contact:

Rock Tech Lithium Inc.

Kerstin Wedemann, Chief Legal & Corporate Officer of the Company, is knowledgeable about the material change contained herein and may be reached at kwedemann@rocktechlithium.com.

9. Date of Report

September 12, 2025

SCHEDULE "A"



Rock Tech Lithium Closes \$5.2 Million Offering

/NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES/

TORONTO, Sept. 4, 2025 /CNW/ - **Rock Tech Lithium Inc.** (TSXV: RCK) (OTCQX: RCKTF) (FWB: RJIB) (WKN: A1XF0V) (the "**Company**" or "**Rock Tech**") is pleased to announce, further to its news release dated August 29, 2025, the first tranche closing of its previously announced brokered (the "**Brokered Offering**") and non-brokered (the "**Non-Brokered Offering**", together with the Brokered Offering, the "**Offering**") private placement offering pursuant to which the Company sold 5,753,221 units ("**Units**") at a price of \$0.90 per Unit for aggregate gross proceeds of \$5,177,898.90.

Maxim Group LLC ("**Maxim**") acted as sole placement agent in connection with the Brokered Offering.

Each Unit consists of one common share of the Company and one common share purchase warrant of the Company, exercisable at price of \$1.17 to purchase one additional common share of the company for a period of three years from the date of issuance thereof.

In connection with the second tranche closing of the Non-Brokered Offering, the Company is pleased to announce that it has received irrevocable subscription agreements for aggregate gross proceeds of \$306,000. The second tranche of the Non-Brokered Offering is expected to close on or about September 5, 2025, or such other date or dates as the Company may determine.

The Company intends to use the net proceeds raised from the Offering to fund the advancement of the Guben Converter and for general corporate and working capital purposes.

The Offering was completed pursuant to Section 2.3 of Ontario Securities Commission Rule 72-503 – Distributions Outside of Canada and pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions (the "**Listed Issuer Financing Exemption**"), accordingly, the securities issued in connection with the Offering are not subject to a hold period in accordance with applicable Canadian securities laws. The Company has filed on its SEDAR+ profile on August 29, 2025 an offering document pursuant to Form 45-106F19 (the "**LIFE Offering Document**") in accordance with the Listed Issuer Financing Exemption. The LIFE Offering Document can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at <https://rocktechlithium.com/>.

Closing of the Offering and the second tranche of the Non-Brokered Offering remains subject to receipt of final approval of the TSX Venture Exchange. In connection with the Brokered Offering, the Company paid a cash commission of \$97,600 to Maxim and in connection with the Non-Brokered Offering the Company paid a cash commission of \$4,500 to certain finders.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration requirements is available.

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

On behalf of the Company,
Mirco Wojnarowicz
CEO

ABOUT ROCK TECH LITHIUM

Rock Tech is enabling the battery age by making the battery industries in Europe and North America more independent and competitive. The Company's goal is to ensure the supply of high-quality, locally produced lithium – supporting a resilient, sustainable, and transparent value chain from mine to battery-grade material.

Rock Tech relies on responsible sourcing, state-of-the-art and proven technologies, and a clear focus on circular economy principles. The Company's lithium hydroxide converter projects in Guben, Germany (24,000 tonnes LHM per year) and Ontario, Canada (up to 36,000 tonnes LCE per year) form the foundation for a stable and regional supply to the battery and automotive industries. The Guben converter has been recognized as a strategic project under the EU Critical Raw Materials Act.

The raw materials for Rock Tech's converter projects are sourced exclusively from verifiably ESG-compliant suppliers. In Canada, Rock Tech relies, among other sources, on its wholly owned Georgia Lake Project, which ensures a stable and sustainable supply for the North American market and is being developed in close partnership with local First Nations communities. By integrating recycled materials, the company aims to close the local battery loop.

With its facilities, Rock Tech makes a central contribution to battery-grade material sovereignty and the achievement of climate targets. The company works in partnership with industry, policymakers, and community groups, and is committed to open communication and the highest environmental standards.

CAUTIONARY NOTE CONCERNING FORWARD-LOOKING INFORMATION

Certain statements contained in this news release constitute "forward-looking information" under applicable securities laws and are referred to herein as "forward-looking statements". All statements, other than statements of historical fact, which address events, results, outcomes or developments that the Company expects to occur are forward-looking statements. When used in this news release, words such as "expects", "anticipates", "plans", "predicts", "believes", "estimates", "intends", "targets", "projects", "forecasts", "may", "will", "should", "would", "could" or negative versions thereof and other similar expressions are intended to identify forward-looking statements.

In particular, this press release contains forward-looking information pertaining to the expectations of the Company's management regarding the use of proceeds and the use of the available funds following completion of the Brokered Offering and the Non-Brokered Offering; completion of additional tranches of the Non-Brokered Offering and the date(s) of such completion; receipt of all necessary approvals for the Offering; Rock Tech's opinions, beliefs and expectations regarding the Company's business strategy, development and exploration opportunities and projects; and plans and objectives of management for the Company's operations and properties. The forward-looking information in this news release is based on several key assumptions and material factors, including but not limited to, obtaining necessary board, shareholder, and regulatory approvals. The forward-looking information also assumes favorable market conditions for lithium. Forward-looking statements by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from the forward-looking statements, including general business, economic, competitive, political and social uncertainties; delay or failure to receive regulatory approvals; investor demand; inability to complete or delay completing the second tranche of the Non-Brokered Offering; changes in project plans; and risks, uncertainties and other factors discussed in the Company's public disclosure documents available under its profile on SEDAR+. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, and the Company cautions the reader not to place undue reliance upon any such forward-looking statements. The Company does not intend, nor does it assume any obligation to update or revise any of the forward-looking statements, whether as a result of new information, changes in assumptions, future events or otherwise, except to the extent required by applicable law.

For further information: For further information: Kerstin Wedemann, Chief Legal & Corporate Officer - info@rocktechlithium.com; +49 2102 894 1122, Rock Tech Lithium Inc, 2700-40 Temperance Street, Toronto ON M5H 0B4 CAN.

SCHEDULE "B"



Rock Tech Lithium Closes \$306,000 Second Tranche Non-Brokered Private Placement for Aggregate Gross Proceeds of \$5.5 Million

/NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES/

TORONTO, Sept. 5, 2025 /CNW/ - **Rock Tech Lithium Inc.** (TSX-V: RCK) (OTCQX: RCKTF) (FWB: RJIB) (WKN: A1XF0V) (the "**Company**" or "**Rock Tech**") is pleased to announce, further to its news releases dated August 29 and September 4, 2025, the closing of its previously announced second tranche non-brokered private placement offering (the "**Offering**") pursuant to which the Company sold 340,000 units ("**Units**") at a price of \$0.90 per Unit for aggregate gross proceeds of \$306,000. In aggregate, the Company has issued an aggregate of 6,093,221 Units for total gross proceeds of \$5,483,898.90 under both the first and second tranches of the Offering.

Each Unit consists of one common share of the Company and one common share purchase warrant of the Company, exercisable at price of \$1.17 to purchase one additional common share of the company for a period of three years from the date of issuance thereof.

The Company intends to use the net proceeds raised from the first and second tranches of the Offering to fund the advancement of the Guben Converter and for general corporate and working capital purposes.

The second tranche of the Offering was completed pursuant to Section 2.3 of Ontario Securities Commission Rule 72-503 – Distributions Outside of Canada, accordingly, the securities issued in connection with the second tranche of the Offering are not subject to a hold period in accordance with applicable Canadian securities laws. Closing of the Offering remains subject to receipt of final approval of the TSX Venture Exchange. The Company did not pay any commissions in connection with the second tranche of the Offering.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration requirements is available.

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

On behalf of the Company,
Mirco Wojnarowicz
CEO

ABOUT ROCK TECH LITHIUM

Rock Tech is enabling the battery age by making the battery industries in Europe and North America more independent and competitive. The Company's goal is to ensure the supply of high-quality, locally produced lithium – supporting a resilient, sustainable, and transparent value chain from mine to battery-grade material.

Rock Tech relies on responsible sourcing, state-of-the-art and proven technologies, and a clear focus on circular economy principles. The Company's lithium hydroxide converter projects in Guben, Germany (24,000 tonnes LHM per year) and Ontario, Canada (up to 36,000 tonnes LCE per year) form the foundation for a stable and regional supply to the battery and automotive industries. The Guben converter has been recognized as a strategic project under the EU Critical Raw Materials Act.

The raw materials for Rock Tech's converter projects are sourced exclusively from verifiably ESG-compliant suppliers. In Canada, Rock Tech relies, among other sources, on its wholly owned Georgia Lake Project, which ensures a stable and sustainable supply for the North American market and is being developed in close partnership with local First Nations communities. By integrating recycled materials, the company aims to close the local battery loop.

With its facilities, Rock Tech makes a central contribution to battery-grade material sovereignty and the achievement of climate targets. The company works in partnership with industry, policymakers, and community groups, and is committed to open communication and the highest environmental standards.

CAUTIONARY NOTE CONCERNING FORWARD-LOOKING INFORMATION

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In particular, this press release contains forward-looking information pertaining to the expectations of the Company's management regarding the use of proceeds and the use of the available funds following completion of the Offering; receipt of all necessary approvals for the Offering; Rock Tech's opinions, beliefs and expectations regarding the Company's business strategy, development and exploration opportunities and projects; and plans and objectives of management for the Company's operations and properties. The forward-looking information in this news release is based on several key assumptions and material factors, including but not limited to, obtaining necessary board, shareholder, and regulatory approvals. The forward-looking information also assumes favorable market conditions for lithium. Forward-looking statements by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from the forward-looking statements, including general business, economic, competitive, political and social uncertainties; delay or failure to receive regulatory

approvals; investor demand; changes in project plans; and risks, uncertainties and other factors discussed in the Company's public disclosure documents available under its profile on SEDAR+. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, and the Company cautions the reader not to place undue reliance upon any such forward-looking statements. The Company does not intend, nor does it assume any obligation to update or revise any of the forward-looking statements, whether as a result of new information, changes in assumptions, future events or otherwise, except to the extent required by applicable law.

For further information: For further information: Kerstin Wedemann, Chief Legal & Corporate Officer - info@rocktechlithium.com; +49 2102 894 1122; Rock Tech Lithium Inc, 2700-40 Temperance Street, Toronto ON M5H 0B4 CAN.

SCHEDULE "C"



Rock Tech Lithium Closes Third and Final Tranche Non-Brokered Private Placement for Aggregate Gross Proceeds of \$6.51 Million

/NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES/

Toronto, ON, September 12, 2025 – **Rock Tech Lithium Inc. (TSX-V: RCK) (OTCQX: RCKTF) (FWB: RJIB) (WKN: A1XF0V)** (the "Company" or "Rock Tech") is pleased to announce, further to its news releases dated August 29, September 4, and September 5, 2025, the closing of the third and final tranche of its previously announced non-brokered private placement offering (the "**Offering**") pursuant to which the Company sold 1,138,400 units ("**Units**") at a price of \$0.90 per Unit for aggregate gross proceeds of \$1,024,560. In aggregate, the Company has issued an aggregate of 7,231,621 Units for total gross proceeds of \$6,508,459 under the first, second, and third tranches of the brokered and non-brokered portions of the Offering.

Each Unit consists of one common share of the Company and one common share purchase warrant of the Company, exercisable at price of \$1.17 to purchase one additional common share of the company for a period of three years from the date of issuance thereof.

The Company intends to use the net proceeds raised from the Offering to fund the advancement of the Guben Converter and for general corporate and working capital purposes.

The third tranche of the Offering was completed pursuant to Section 2.3 of Ontario Securities Commission Rule 72-503 – *Distributions Outside of Canada* and pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* (the "**Listed Issuer Financing Exemption**"), accordingly, the securities issued in connection with the third tranche of the Offering are not subject to a hold period in accordance with applicable Canadian securities laws. The Company has filed on its SEDAR+ profile on August 29, 2025 an offering document pursuant to Form 45-106F19 (the "**LIFE Offering Document**") in accordance with the Listed Issuer Financing Exemption. The LIFE Offering Document can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at <https://rocktechlithium.com/>. Closing of the Offering remains subject to receipt of final approval of the TSX Venture Exchange. In connection with the third tranche closing of the Offering, the Company paid a cash commission of \$57,964.50 to certain finders.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration requirements is available.

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On behalf of the Company,
Mirco Wojnarowicz
CEO

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The raw materials for Rock Tech’s converter projects are sourced exclusively from verifiably ESG-compliant suppliers. In Canada, Rock Tech relies, among other sources, on its wholly owned Georgia Lake Project, which ensures a stable and sustainable supply for the North American market and is being developed in close partnership with local First Nations communities. By integrating recycled materials, the company aims to close the local battery loop.

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In particular, this press release contains forward-looking information pertaining to the expectations of the Company’s management regarding the use of proceeds and the use of the available funds following completion of the Offering; receipt of all necessary approvals for the Offering; Rock Tech’s opinions, beliefs and expectations regarding the Company’s business strategy, development and exploration opportunities and projects; and plans and objectives of management for the Company’s operations and properties. The forward-looking information in this news release is based on several key assumptions and material factors, including but not limited to, obtaining necessary board, shareholder, and regulatory approvals. The forward-looking information also assumes favorable market conditions for lithium. Forward-looking statements by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ materially from the forward-looking statements, including general business, economic, competitive, political and social uncertainties; delay or failure to receive regulatory approvals; investor demand; changes in project plans; and risks, uncertainties and other factors discussed in the Company’s public disclosure documents available under its profile on SEDAR+. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, and the Company cautions the reader not to place undue reliance upon any such forward-looking statements. The Company does not intend, nor does it assume any obligation to update or revise any of the forward-looking statements, whether as a result of new information, changes in assumptions, future events or otherwise, except to the extent required by applicable law.