

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

CMC Metals Inc. (the “Company”)
Suite 605 – 369 Terminal Avenue
Vancouver, BC V6A 4C4

Item 2. Date of Material Change

June 14, 2021.

Item 3. News Release

Press Release dated June 14, 2021 was filed on SEDAR and disseminated via Stockwatch and other approved public media on June 14, 2021.

Item 4. Summary of Material Change

Closing of non-brokered private placement resulting in issuance of 4,812,500 Flow-Through Units and 2,286,735 Non-Flow-Through Units at \$0.16 per Unit and \$0.14 per Unit respectively.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

CMC Metals Ltd. (the “Company”) announced further to its April 7 and April 30, 2021 press releases, that it had closed a non-brokered private placement (the “Offering”) comprising 4,812,500 flow-through units (each, a “FT Unit”) at a price of \$0.16 per FT Unit, and 2,286,735 non-flow through units (each, a “NFT Unit”) at a price of \$0.14 per NFT Unit. Gross proceeds from the Offering were \$1,090,143.

Each FT Unit and each NFT Unit is comprised of one common share and one-half of one transferrable non-flow-through share purchase warrant (each whole Warrant, a “Warrant”). Each Warrant entitles the holder thereof to acquire one non-flow-through common share of the Company (a “Warrant Share”) at a price of \$0.30 per Warrant Share, expiring on June 14, 2023.

Net proceeds from the Offering will be used to fund the Company’s exploration activities and for general corporate purposes. Proceeds from the sale of common shares comprising

the FT Units will be used to incur "Canadian exploration expenses" and "flow through mining expenditures" as these terms are defined in the *Income Tax Act* (Canada).

Finders' fees comprised of cash (the "Cash Fees"), and non-transferable warrants (the "Finder's Warrants"), are payable in connection with the Offering, in compliance with the policies of the TSX Venture Exchange. A Cash Fee of \$18,410 and 115,063 Finder's Warrants are payable in connection with a portion of the Offering to Red Cloud Securities Inc. ("Red Cloud"), equal to 7% of gross proceeds and units received from subscribers located by Red Cloud. A Cash Fee of \$11,797.98 and 84,271 Finder's Warrants are payable in connection with a portion of the Offering to German Mining Networks GmbH ("German Mining"), equal to 6% of gross proceeds received from subscribers located by German Mining. The terms of the Finder's Warrants will be the same as the Warrants.

All securities issued and sold under the Offering will be subject to a hold period expiring on October 15, 2021.

Kevin Brewer, President & CEO and an insider of the Company, has acquired 250,000 FT Units pursuant to the Offering. The foregoing transaction constitutes a "related party transaction" under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The related party transaction is exempt from the formal valuation requirements of section 5.4 of MI 61-101, pursuant to subsection 5.5(a) of MI 61-101. The related party transaction is also exempt from the minority approval requirements of section 5.6 of MI 61-101, pursuant to subsection 5.7(1)(a) of MI 61-101. A material change report was not filed more than 21 days prior to closing as contemplated by the related party transaction requirements under MI 61-101, as the insider participation was only recently confirmed.

The securities comprising the Offering have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "1933 Act"), or under any state securities laws and, accordingly, may not be offered or sold within the United States, except in compliance with the registration requirements of the 1933 Act and applicable state securities laws requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Kevin Brewer, President & CEO
Telephone (604) 605-0166 / Email: kbrewer80@hotmail.com.

Item 9. Date of Report

This Material Change Report is dated the 15th day of June, 2021.

CMC METALS LTD.

Per: “Kevin Brewer”

Kevin Brewer
President & Chief Executive Officer