MATERIAL CHANGE REPORT

1. Name and Address of Company:

Azarga Metals Corp. (“Azarga Metals” or the “Company”)
Unit 1 – 15782 Marine Drive
White Rock, British Columbia
V4B 1E6

PHONE: (604) 536-2711

2. Date of Material Change

January 20, 2025

3. Press Release

Issued January 20, 2025, distributed through Accesswire to the TSX Venture Exchange, being the only exchange upon which the shares of the Company are traded, and through various other approved public media.

4. Summary of Material Change(s):

Azarga Metals announced the closing of a non-brokered private placement of common shares in the capital of the Company (“Common Shares”), as announced on December 31, 2024, by the issuance of 36,666,666 Common Shares at an issue price of $0.03 per Common Share for aggregate gross proceeds of $1,100,000.

5. Full Description of Material Change

Azarga Metals announced the closing of a non-brokered private placement of common shares in the capital of the Company (“Common Shares”), as announced on December 31, 2024, by the issuance of 36,666,666 Common Shares at an issue price of $0.03 per Common Share for aggregate gross proceeds of $1,100,000 (the “Private Placement”).

The Common Shares issued are subject to a four-month and one day hold period from the date of issuance.

In addition, the Company has entered into a debt settlement agreement with each of Gordon Tainton (“Tainton”), the Company’s President and Chief Executive Officer, and Golden Oak Corporate Services Ltd. (“Golden Oak”), a company controlled by the Chief Financial Officer and Corporate Secretary of the Company. Tainton and Golden Oak have each agreed to forgive 80% of unpaid fees up to and including December 2024, leaving a balance owing to Tainton and Golden Oak of $125,900 (the “RP Debt”). The RP Debt shall be paid 50% on closing of the Private Placement and 50% over the six-month period thereafter.

The Company intends to use the proceeds of the Private Placement on its 100% owned high-grade copper-rich VMS Marg project located within the Keno Hill Silver District of the Yukon Territory, to settle trade payables of $133,000, to settle the RP Debt, and for general and administrative expenses.

Early Warning Disclosure

This portion of this new release is issued pursuant to NI 62-103, which also requires an early warning report to be filed on SEDAR+ (www.sedarplus.ca) containing additional information with respect to the foregoing matters. A copy of the related early warning report (“EWR”) may be obtained on Azarga Metals SEDAR+ profile.

In connection with the closing of the Private Placement Junbord International Limited (“Junbord”), a BVI corporation, acquired ownership and control of 18,333,333 Common Shares of the Company. Prior to completion of the Private Placement Junbord did not own or control any Common Shares of the Company.

Upon completion of the Private Placement Junbord owns and controls an aggregate of 18,333,333 Common Shares, representing approximately 24.9% of the issued and outstanding Common Shares.

The Common Shares were acquired in a private placement transaction which did not take place through the facilities of any market for the Company's securities. This transaction was completed for investment purposes and Junbord could increase or decrease its investment in the Company at any time, or continue to maintain its current investment position, depending on market conditions or any other relevant factor. The Common Shares were acquired for aggregate consideration of $550,000, pursuant to the available prospectus exemptions contained in National Instrument 45-106.

In connection with the closing of the Private Placement, Superb Standard Limited ("Superb Standard"), a Hong Kong corporation, acquired ownership and control of 18,333,333 Common Shares of the Company. Prior to completion of the Private Placement Superb Standard did not own or control any Common Shares of the Company. Upon completion of the Private Placement, Superb Standard owns and controls an aggregate of 18,333,333 Common Shares, representing approximately 24.9% of the issued and outstanding Common Shares.

The Common Shares were acquired in a private placement transaction which did not take place through the facilities of any market for the Company's securities. This transaction was completed for investment purposes and Superb Standard could increase or decrease its investment in the Company at any time, or continue to maintain its current investment position, depending on market conditions or any other relevant factor. The Common Shares were acquired for aggregate consideration of $550,000, pursuant to the available prospectus exemptions contained in National Instrument 45-106.

Following closing the Private Placement Alexander Molyneux's ("Molyneux") interest in Azarga Metals has decreased below 10% to approximately 9.04% of Azarga Metals issued and outstanding Common Shares. Molyneux did not participate in the Private Placement and continues to own 6,662,640 Common Shares of Azarga Metals. An EWR will be filed by Molyneux on Azarga Metal's company profile on SEDAR+. Molyneux holds the Azarga Metals Common Shares for investment purposes and could increase or decrease his investment in the Company at any time, or continue to maintain his current investment position, depending on market conditions or any other relevant factor.

Following closing the Private Placement Blake Steele's ("Steele") interest in Azarga Metals has decreased below 10% to approximately 8.53% of Azarga Metals issued and outstanding Common Shares. Steele did not participate in the Private Placement and continues to own 6,287,881 Common Shares of Azarga Metals. An EWR will be filed by Steele on Azarga Metal's company profile on SEDAR+. Steele is a director of the Company and will continue to report on SEDI as an insider of the Company.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Ben Meyer, Corporate Secretary
Unit 1 - 15782 Marine Drive
White Rock, British Columbia
V4B 1E6
PHONE: (604) 536-2711

9. Date of Report

DATED at White Rock, British Columbia this 21st day of January 2025.

"Ben Meyer"
Ben Meyer, Corporate Secretary