

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Canada Rare Earth Corp.
15th Floor, 1040 West Georgia Street
Vancouver, BC V6E 4H1

Item 2 Date of Material Change

September 15, 2020

Item 3 News Release

The news release dated September 15, 2020 was disseminated through Canada Stockwatch under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

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

N/A

Item 8 Executive Officer

Tracy Moore, CEO, Canada Rare Earth Corp.

Item 9 Date of Report

September 18, 2020

September 15, 2020

Canada Rare Earth Appoints New CFO

Vancouver, BC Canada Rare Earth Corp. (“Canada Rare Earth” or the “Company”) (TSX.V: LL) announces the appointment of Michael Lee as Chief Financial Officer of the Company effective September 14, 2020. Michael’s services will be provided as a seconded employee of Cohesion Consulting Group Inc.

Michael Lee, CA, CPA has more than 20 years’ experience in providing senior executive services and assurance and advisory services to large international resource companies and small grassroots exploration companies. In particular, since 2010, he has focused on internal and external reporting requirements, and developing and coordinating the implementation of enterprise risk management and corporate governance strategies. Mr. Lee started his career at the large accounting and advisory firms Ernst & Young and Deloitte, after which he moved to a regional accounting firm where he focused on assurance work for resource companies.

Mr. Lee has a Bachelor of Commerce degree from the University of British Columbia and a Graduate Diploma in Public Accounting from McGill.

Canada Rare Earth CEO Tracy A. Moore said, “I am pleased to welcome Michael as our new CFO and look forward to working closely with him and the Cohesion Consulting Group. On behalf of the Board, I would also like to thank our outgoing CFO, Salil Dhaumya for his efforts with the Company over the past 5 years and wish him the best in the future.”

About Cohesion Consulting Group Inc.

Cohesion Consulting Group provides business support and/or people solutions that are designed to augment existing business operations and functionality of small to medium sized companies. Since its establishment in 2019, Cohesion has combined the traditional consulting and outsourcing models to provide specific solutions to a broad variety of clients within the key focus areas of human resources, finance & accounting, corporate secretarial, compliance, communications, and strategic planning.

For further details on Cohesion Consulting Group, please visit Cohesion’s website at cohesionconsulting.ca.

About Canada Rare Earth Corp.

Canada Rare Earth is developing an international supply network based on proprietary, affiliated and third-party mineral sources and existing, developing and planned processing facilities. We are generating revenues and gross profits from the sale of rare earths and connected mineral products.

On behalf of the Board

Tracy A. Moore, CEO and Peter Shearing, COO

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. Forward-looking statements in this release are made pursuant to the 'safe harbour' provisions of the Private Securities Litigation Reform act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties.

For more information on the Company, interested parties should review the Company's filings that are available at www.sedar.com.

FOR FURTHER INFORMATION PLEASE CONTACT:

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Peter Shearing

Chief Operating Officer

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