FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Surge Battery Metals Inc. (the "**Company**")
300 – 1455 Bellevue Avenue
West Vancouver, BC V7T 1C3

Item 2. Date of Material Change

June 9, 2023, June 12, 2023 and June 14, 2023

Item 3. News Release

The Company disseminated news releases on June 12, 2023 and June 14, 2023 through Accesswire and Newswire.

Item 4. Summary of Material Change

The Company announced the appointment of Ted O'Connor as a director of the Company, closed the first tranche of its private placement for gross proceeds of $5,360,000, entered into an advisory agreement and closed the acquisition with Grid Battery.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Closing of First Tranche Private Placement

The Company closed the first tranche of its private placement (the "**Private Placement**"), announced by way of news release on June 1, 2023. This first tranche of the Private Placement, for proceeds of $5,360,000, represented a strategic investment by American Lithium Corp. (NASDAQ: AMLI, TSXV: LI) ("**American Lithium**"). This investment represents the full commitment from American Lithium in respect of the Private Placement, and American Lithium now holds approximately 9.7% of the total issued and outstanding shares of the Company.

As a result of closing the first tranche of the Private Placement, American Lithium was issued 13,400,000 units (the "**Units**") at a price of $0.40 per Unit with each Unit being comprised of one common share and one share purchase warrant (the "**Warrants**"). Each Warrant is exercisable for a period of three years from the date of issuance at a price of $0.55 per share. The securities comprising the Units and any shares underlying the Warrants may not be sold until October 10, 2023 (being four months and a day from their issuance). The Private Placement is subject to final TSX Venture Exchange ("**TSXV**") approval.

Appointment of New Director and Resignation

As a condition of its participation in the Private Placement, American Lithium received certain rights to nominate a nominee to the Board of Directors of the Company, on June 12, 2023, the Company appointed Mr. Ted O'Connor as a director of the Company.

Mr. O'Connor is a professional geoscientist and brings more than 30 years of experience in the exploration industry to the Company, he has extensive knowledge of different styles of lithium mineralization and has worked directly on American Lithium’s TLC Claystone Project for over 2 years since joining American Lithium.

In connection with the appointment of Mr. Ted O'Connor to the Company's Board of Directors, the Company has received the resignation from Mr. Gordon Jung as a director of the Company effective June 12, 2023.

Entry Into Advisory Agreement

The Company has also entered into an advisory agreement (the "**Advisory Agreement**") with American Lithium whereby American Lithium will provide technical advisory services to the Company, related to the development of the Nevada North Lithium Project, for an initial term of twelve (12) months upon payment of a $20,000 per month fee. The Advisory Agreement will give the Company access to American Lithium's team of personnel experienced in the exploration and development of American Lithium's lithium claystone project in Nevada.

Closing of Acquisition with Grid Battery

Further to the Company's news release dated April 3, 2023, (the "**Initial News Release**"), the Company has closed the “related party” transaction and acquired a 100% interest in the Surge Nickel Project.

As disclosed in the Initial News Release, the Company entered into an Option Agreement with Grid Battery Metals Inc. (formerly **Nickel Rock Resources Inc**.) (“**Grid**”) dated March 31, 2023 (the “**Agreement**”), whereby it was granted the option (the "**Option**") to acquire the remaining 20% interest in the HN4 and N100 Claims (the “**Surge Nickel Project**”), located in Northern British Columbia. The Company had previously earned an undivided 80% interest in the Surge Nickel Project. Three of the claims are subject to a 2% NSR, including the HN4 claim and the two southernmost claims of the N100 claim group.

The Company exercised the Option by issuing 1,000,000 of its common shares (the **"Grid Shares**") to Grid and now owns a 100% interest in the Surge Nickel Project.

Upon exercise of the Option, Grid transferred 100% ownership of the Surge Nickel Project to the Company. The Grid Shares are subject to a four-month and a day hold period expiring on October 15, 2023.

Pursuant to TSXV Policy 5.9 and Multilateral Instrument 61-101 -- *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), the Agreement constitutes a "related party transaction" due to the fact that the CFO is also the CFO of Grid. The Company relied on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair market value of the transaction did not exceed 25% of the Company's market capitalization.

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

Not Applicable.

Item 8. Executive Officer

Renata Kubicek
Corporate Secretary
Telephone: (604) 422-8088

Item 9. Date of Report

June 19, 2023