FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

NRG Metals Inc. (the "**Company**")
#804-750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

November 24, 2016.

Item 3: News Release

A news release was disseminated on December 1, 2016 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that it has completed a non-brokered private placement of 15,150,000 units issued at a price of $0.10 per unit, raising gross proceeds of $1,515,000, in an oversubscribed round.

Item 5: Full Description of Material Change

The Company announced that it has completed a non-brokered private placement of 15,150,000 units issued at a price of $0.10 per unit, raising gross proceeds of $1,515,000, in an oversubscribed round.

Each unit is comprised of one common share and one transferable common share purchase warrant exercisable for a period of two years at an exercise price of $0.20 per share, provided that in the event that the closing price of the Company's common shares on the TSX Venture Exchange is $0.40 or greater per common share during any 20 consecutive trading day period at any time subsequent to four months and one day after the closing date, the warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day after the date on which the Company provides notice of such accelerated expiry to the warrantholders, and the warrantholders will have no further rights to acquire any common shares of the Company under the warrant.

The Company paid finder's fees of 10% cash and 10% finder's warrants to Canaccord Genuity Corp., PI Financial Corp., Chelsie Hodge and P.J.K. & Associates Inc. The net proceeds of the private placement will be used to cover property payments, 43-101 technical report on the Carachi Pampa Lithium project, deposit for work provided for in the report (i.e. drill), corporate costs, exploration, completion of the Arrangement and for general working capital.

All securities issued pursuant to the private placement are subject to a four-month hold period.

In addition to the private placement, the Company has had a total of 4,440,000 share purchase warrants and 778,000 stock options exercised since September 30, 2016, for additional gross proceeds of $484,610.

The Company is now completing the necessary filings with the TSX Venture Exchange and other regulatory authorities to complete the acquisition of the Carachi Pampa Lithium Project, located in Argentina, and return the Company to trade. Other property negotiations are ongoing with further news expected in the immediate future.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

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Item 9: Date of Report

December 1, 2016.