# 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**

September 14, 2017.

**Item 3: News Release**

A news release was disseminated on September 14, 2017 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 2,000,000 units at a price of CAD$0.10 per unit, raising gross proceeds of CAD$200,000.

**Item 5: Full Description of Material Change**

The Company announced that it has completed a non-brokered private placement of 2,000,000 units at a price of CAD$0.10 per unit, raising gross proceeds of CAD$200,000.

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 CAD$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 CAD$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 8% cash and 8% finder's warrants to Raymond James Ltd.

The private placement proceeds will be used, in addition to existing treasury funds, to fund the initial drill program at the Salar Escondido Lithium Project, Catamarca Province, Argentina. The Salar Escondido is comprised of approximately 29,180 hectares, and covers a large basin roughly 20 by 40 kilometers in size, which is mostly covered by a series of overlapping alluvial fans. NRG's technical team believes that a large salar with an area of at least 700 km2 developed in the basin about 2 million years ago.

**The news release was not for distribution or dissemination in the United States and accordingly, shall not constitute an offer of securities in the United States. The securities that may be issued pursuant to this news release are not currently qualified by prospectus or registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the laws of any state, and may not be offered or sold in the United States, or to, or for the account or benefit of United States persons (as defined in Regulation S under the Securities Act) or persons in the United States absent registration or an applicable exemption from the registration requirements. The securities are subject to resale restrictions under applicable securities laws.**

The news release contains certain "forward- looking statements" within the meaning of Section 21E of the United States Securities and Exchange Act of 1934, as amended. Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. Forward-looking statements are based upon opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors which could cause actual results to differ materially from those projected in the forward looking statements. The reader is cautioned not to place undue reliance on forward-looking statements. The transaction described in the news release is subject to a variety of conditions and risks which include but are not limited to: regulatory approval, shareholder approval, market conditions, legal due diligence for claim validity, financing, political risk, security risks at the property locations and other risks. As such, the reader is cautioned that there can be no guarantee that this transaction will complete as described in the news release. We seek safe harbour.

**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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E: ahobkirk@nrgmetalsinc.com

**Item 9: Date of Report**

September 14, 2017.