

This is the form of material change report required under Section 85(1) of the Securities Act.

**BC FORM 51-102F3**  
**(formerly Form 53-901F)**

Securities Act

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT**

**Item 1. Reporting Issuer**

E3 Metals Corp.  
Suite 2050 – 1055 West Georgia Street  
Vancouver, BC V6E 3P3  
(604) 684-2181

**Item 2. Date of Material Change**

August 15, 2017

**Item 3. Press Release**

Issued on August 15, 2017, at Vancouver, BC Canada

**Item 4. Summary of Material Change**

E3 METALS CORP announces that it has entered into a binding term-sheet (the "Term Sheet") to acquire three additional Metallic and Industrial Minerals ("MIM") Permits (the "Permits") from Fathom Minerals Ltd.

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

Please see attached press release.

**Item 6. Reliance on Section 85(2) of the Act**

N/A

**Item 7. Omitted Information**

None

**Item 8. Senior Officers/Directors**

The following senior officers/directors of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Peeyush Varshney  
Director  
Suite 2050 – 1055 West Georgia St.  
Vancouver, BC  
V6E 3P3

Chris Doornbos  
President, CEO & Director  
PO BOX 61187  
Calgary, AB  
T2N 4S6

(604) 684-2181

(587) 324 2775

**Item 9. Statement of Senior Officer/Director**

The foregoing accurately discloses the material change referred to herein.

Dated this 15<sup>th</sup> day of August, 2017.

*“Peeyush Varshney”*

Peeyush Varshney

Name

Director

Position / Title

Vancouver, B.C.

Place of Declaration

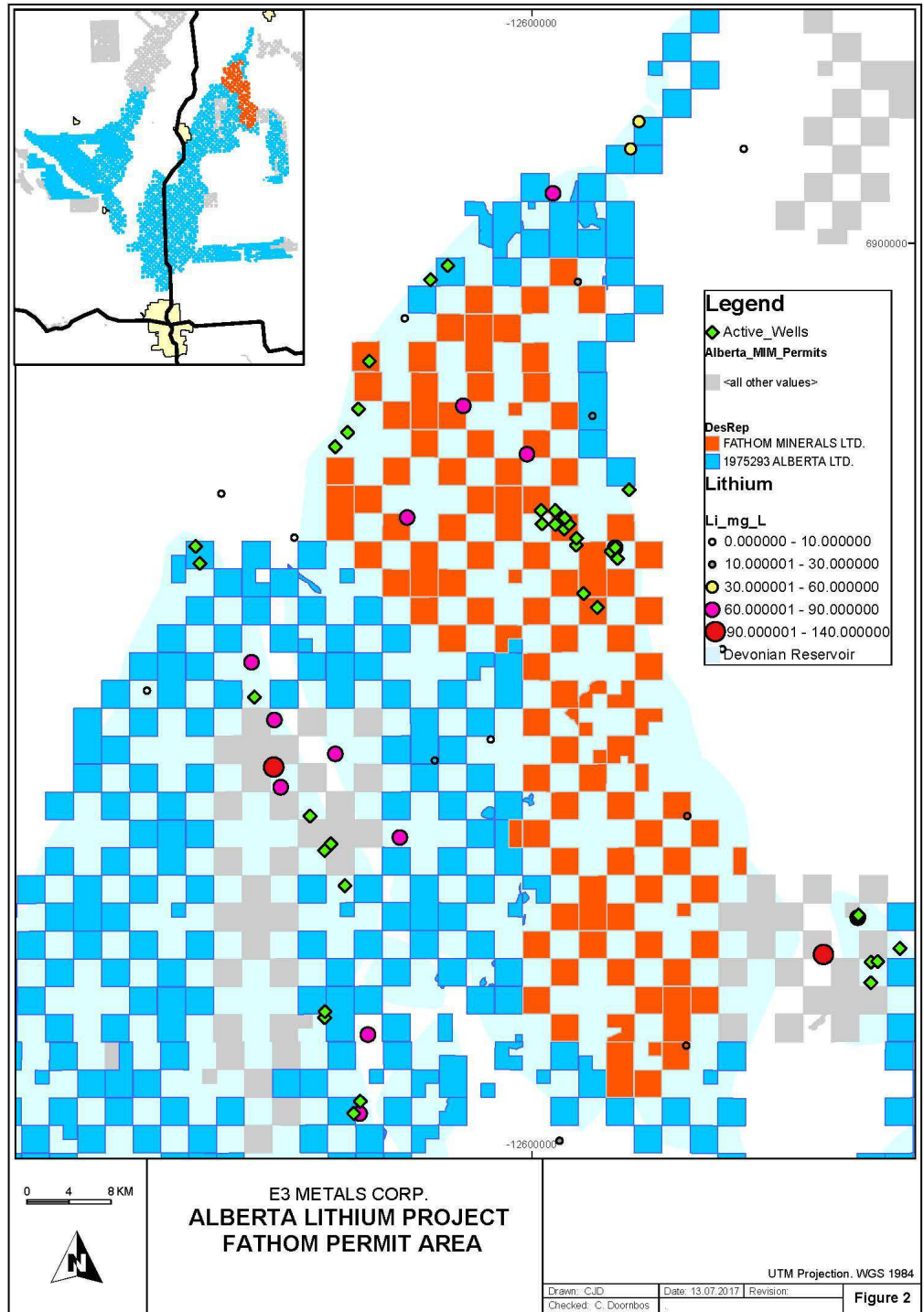
## **E3 Metals Corp. to Acquire Prospective New Land Position Strategic to Developing Mineral Resources in the Exshaw Project Area**

### Highlights

- E3 Metals Corp. has entered into a binding term sheet to acquire three Metallic and Industrial Minerals (MIM) permits located in the Exshaw Project Area from Fathom Minerals Ltd., a private mineral exploration company
- The three MIM permits are strategically located in the Exshaw Project Area and increases E3 Metals Leduc Reservoir land holdings to over 500,000ha
- E3 Metals is currently conducting the initial sampling for lithium concentrations from the Leduc Reservoir in this area
- Historic sampling results across this new area range from 75mg/L to 83mg/L lithium, and as high as 135mg/L lithium, directly adjacent and within the same reservoir.

*Vancouver, BC – August 15, 2017 – E3 METALS CORP. (TSX-V: ETMC, FSE: OU7A) (the “Company” or “E3 Metals”) is pleased to announce that it has entered into a binding term-sheet (the “Term Sheet”) to acquire three additional Metallic and Industrial Minerals (“MIM”) Permits (the “Permits”) from Fathom Minerals Ltd. (“Fathom”), a private exploration company, in the Exshaw Project area. Pursuant to the terms of the Term Sheet, E3 Metals will acquire (i) a 100% interest in the Permits and (ii) all technical data and reports related to the Permits in Fathom’s possession, in consideration of:*

1. CAD\$35,000; and
2. 350,000 common shares of the Company on closing, 150,000 of which will be subject to a voluntary one-year escrow restriction.



E3 Metals Corp. existing Metallic and Industrial Minerals Permits (blue) are adjacent to the new acquisition Permits from Fathom Minerals Ltd. (orange). Eighteen wells in the new Permit areas are actively producing, and are potentially available for sampling (green diamonds). Historic sampling locations with tested lithium concentrations are displayed and graduated for Li concentration in mg/L.

Approximately 18 active wells are producing hydrocarbons and petro-brine within this new Permit area that have not been tested historically. The new Permits are adjacent to E3 Metals existing MIM

permits and represent a strategic acquisition for the Company that covers over 26,000 ha of prospective Leduc Reservoir. The proximity to E3 Metals' existing land holdings and the available well infrastructure for sampling will allow the Company to increase the areal extent of land that could be potentially included within a mineral resource. E3 Metal's total land position is now over 500,000 ha, all of which covers the prospective Leduc Reservoir.

Historic sampling conducted across the permit area has delineated lithium concentrations ranging from 75mg/L to 83mg/L. Samples collected immediately adjacent to the new Permits have lithium concentrations of up to 135mg/L. E3 Metals plans to conduct additional sampling across the new Permit area, as part of the larger program, to confirm historical lithium concentration results.

The Leduc Reservoir is well-known for the prolific production of oil and gas, due to the unique properties of this reservoir. Importantly, the Leduc Reservoir allows for both large volumes of fluid to be trapped in the rock, and the ability to move large volumes of fluid easily to surface. Evaluation of the Leduc Reservoir has shown that a single vertical well has the ability to produce as much as 20,500m<sup>3</sup>/day of water when completed to the bottom of the reservoir. **The combination of anomalous lithium concentrations and the potential high production rates of petro-brines, suggests the Leduc Reservoir has the potential to be a large-scale producer of lithium.**

Historical sampling results outlined within this announcement and additional technical information regarding the Alberta Lithium Project are available in E3 Metals' Technical Report dated May 18, 2017 *Geological Introduction to E3 Metals Corp. Clearwater and Exshaw Lithium-Brine properties In South Central Alberta*, authored by Apex Geoscience Ltd. The Technical Report has been posted and is available on SEDAR ([www.sedar.com](http://www.sedar.com)) and on our website ([www.e3metalscorp.com/documents](http://www.e3metalscorp.com/documents)).

#### About Lithium

The main driver behind the increase in demand for lithium, and the excitement for lithium as a commodity, is the growth of high efficiency lithium-ion battery production globally. Although Tesla is at the forefront of the lithium revolution in recent years, the lithium-ion battery has solidified itself as the battery of choice for automakers and mobile technology such as laptops and mobile phones. Continuously, additional car manufacturers announce movement of their production into electric cars. Announcements by Volkswagen, as well as Volvo (which announced that its entire production by 2019 will contain electric motors), are evidence of the move to electric vehicles. These electric cars currently rely on lithium-ion batteries to provide the high efficiency required to generate the range buyers expect.

E3 Metals believes rapid growth for lithium as a bulk commodity will be further enhanced by the expanding large-scale battery market, such as the Los Angeles battery backup facility Tesla has recently completed. Adelaide, South Australia, has announced its intent to build a backup battery facility 5x the size of the Los Angeles facility. This continual movement to storing power using lithium-ion batteries reinforces E3 Metals' belief that the demand for lithium as a commodity is only getting started.

#### About E3 Metals Corp

E3 Metals is a publicly listed mineral exploration and development company (TSXV: ETMC). The Company's focus is on exploring for and ultimately developing lithium in an efficient and environmentally responsible manner. This includes the development and potential repurposing of oil and gas infrastructure in Alberta to produce lithium from Leduc formation water. More information about E3 Metals can be found our website by visiting: [www.e3metalscorp.com](http://www.e3metalscorp.com).

ON BEHALF OF THE BOARD OF DIRECTORS,

Chris Doornbos, President & CEO

**E3 METALS CORP.**

*Chris Doornbos (P. Geo), President, CEO and a Director of E3 Metals Corp. is a Qualified Person as defined by National Instrument 43-101 and has read and approved the technical information contained in this news release.*

*Neither the 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.*

*This news release includes certain forward-looking statements concerning domestic and global demand for lithium, lithium use by the automotive industry, lithium ion battery use by the consumer electronics industry, lithium ion battery use by municipalities, lithium use by the battery industry and demand for lithium in high-efficiency batteries, the exploration and development activities proposed to be undertaken by the Company, the future performance of our business, its operations and its financial performance and condition, as well as management's objectives, strategies, beliefs and intentions. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-looking statements are based on the current opinions and expectations of management. All forward-looking information is inherently uncertain and subject to a variety of assumptions, risks and uncertainties, including the speculative nature of mineral exploration and development, fluctuating commodity prices, , new technology or mineral extraction processes, competitive risks and the availability of financing, as described in more detail in our recent filings available at [www.sedar.com](http://www.sedar.com). Actual events or results may differ materially from those projected in the forward looking statements and we caution against placing undue reliance thereon. We assume no obligation to revise or update these forward looking statements except as required by applicable law.*