

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.
205 - 227 10 St NW
Calgary, Alberta T2N 1V5

Item 2. Date of Material Change

December 6, 2017

Item 3. Press Release

Issued on December 6, 2017, at Vancouver, BC Canada

Item 4. Summary of Material Change

E3 METALS CORP. has signed a definitive agreement with Fathom Minerals Ltd. ("Fathom") to acquire Fathom's Bashaw Permits in the Company's Exshaw Project area (the "Bashaw Permits").

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
(604) 684-2181

Chris Doornbos
President, CEO & Director
PO BOX 61187
Calgary, AB
T2N 4S6
(587) 324 2775

Item 9. Statement of Senior Officer/Director

The foregoing accurately discloses the material change referred to herein.

Dated this 6th day of December, 2017.

“Peeyush Varshney”

Peeyush Varshney
Name

Director
Position / Title

Vancouver, B.C.
Place of Declaration

E3 Metals Signs Binding Agreement to Acquire Bashaw Permit Area, Provides Corporate Update and Provides Notice of Warrant Acceleration

HIGHLIGHTS

- E3 Metals signs binding agreement to acquire the Bashaw Permit Area within E3 Metals' Exshaw Property
- Sampling has been completed over this area and will be the focus of the next mineral resource area
- Corporate update for 2018 and review of 2017 major milestones
- E3 Metals provides notice of warrant acceleration

Vancouver, BC – December 6, 2017 – E3 METALS CORP. (TSX-V: ETMC, FSE: OU7A, OTC: EEMMF) (the “Company”, “E3” or “E3 Metals”) is pleased to have signed a definitive agreement with Fathom Minerals Ltd. (“**Fathom**”) to acquire Fathom's Bashaw Permits in the Company's Exshaw Project area (the “**Bashaw Permits**”). E3 Metals has successfully sampled this area and will focus the next mineral resource based on these results.

Pursuant to the terms of the asset purchase agreement, E3 Metals has acquired, subject to TSX Venture Exchange approval (i) a 100% interest in the Bashaw Permits and (ii) all technical data and reports related to the Bashaw 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.

Please refer to the Company's news release of August 15, 2017 for further details.

Corporate Update

E3 Metals reached a critical milestone in late 2017 by completing the largest Petro-Lithium mineral resource. This globally significant total combined inferred resource of 2.83M tonnes LCE has demonstrated that there is enough brine production available to develop a potential project of 50,000 tonne LCE/year for over 35 years. The Company has now reached a pivot point where the focus will be on metallurgical and process test work with the goal of developing a lithium extraction flow sheet over 2018. This is the last key step towards commercialization of our project, as the reservoir and potential Petro-Lithium production is well understood. The Company is leveraging hundreds of millions of dollars in data and infrastructure created through oil and gas exploration and development. Please refer to the Company's announcements of November 15, 2017 and November 20, 2017 – available on the Company's website – for more information in respect of the Company's mineral resource estimate.

The Company believes that significant shareholder value will be created while de-risking the project by demonstrating lithium extraction process test results. The Company intends to focus on advancing the extraction test-work in early 2018. This includes testing several metallurgical processes available from proprietary technology companies. It also includes opening a test laboratory in Calgary, where the Company is headquartered, to test extraction technology being developed in-house and by the University of Alberta. E3 Metals set an ambitious goal to develop a mineral resource before the end of 2017, and having accomplished this early has set new goals towards commercialization and will continue to advance the Alberta Petro-Lithium Project as rapidly as it has over the past 6 months.

Since May 2017, E3 Metals has completed a number of significant milestones. E3 Metals developed collaborative relationships with 11 key operators in the oil and gas industry. Through these relationships, the Company was able to sample over 70 wells. With this information, E3 Metals completed two inferred mineral resource NI 43-101 Technical Reports. This included the Central Clearwater Mineral Resource Estimate (1.9 Million Tonnes Lithium Carbonate Equivalent, "LCE") and Rocky Mineral Resource Estimate (0.93 Million Tonnes LCE). This is a significant achievement made possible by the rich oil field data available from over 60 years of oil and gas production over the Company's project area. E3 Metals also increased its land holding to over 580,000 ha of Metallic and Industrial Minerals (MIM) permits across Alberta to become the largest single holder of MIM permits over the prolific Leduc Reservoir, the only known major source of Petro-Lithium brine in Alberta. E3 Metals has also attracted a diverse and experienced management and advisory team. This includes the partnership with the Alessi Laboratory at the University of Alberta and the appointment of three critical members to the advisory board. The Company's management team has been instrumental in moving the Company forward and will continue to drive towards achieving the Company's goals in 2018.

Warrant Acceleration Notice

The Company hereby provides notice to all holders of warrants issued pursuant to the Company's April of 2017 private placement (under the Company's former name Savannah Gold Corp.) (the "Warrants") of their accelerated expiry date under the terms of the private placement subscription agreement and Warrant Certificate. Of the total 1,500,000 Warrants issued under the private placement, approximately 620,000 have already been exercised. Accordingly, the Company is notifying the holders of the remaining 880,000 Warrants that they have 30 days from the date hereof to exercise the Warrants, at an exercise price of \$0.40. Any Warrants not exercised within 30 days will expire. E3 Metals plans to use the additional funds to advance the Company's extraction test-work plans for 2018. Please refer to the Company's news release of April 10, 2017 for more information about the Warrants and their acceleration. Warrant holders who have questions about the Warrants or their acceleration should contact the Company at admin@e3metalscorp.com.

ON BEHALF OF THE BOARD OF DIRECTORS,

Chris Doornbos, President & CEO

E3 METALS CORP.

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

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 the potential of the Company's projects to produce saleable lithium byproducts, including LCE, 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, the effectiveness and feasibility of emerging lithium extraction

technologies which have not yet been tested or proven on a commercial scale or on the Company's brine, competitive risks and the availability of financing, as described in more detail in our recent securities filings available at 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.