FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Visionary Metals Corp. (the "**Company**")
410-325 Howe Street
Vancouver, British Columbia
V6C 1Z7

ITEM 2. DATE OF MATERIAL CHANGE

August 8, 2024

ITEM 3. NEWS RELEASE

A press release was disseminated on August 8, 2024 via Newsfile.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced completion of a non-brokered private placement of units of the Company (the "**Units**") at an issue price of $0.05 per Unit (the "**Offering**") for gross proceeds of $408,800.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that is has completed the second tranche (the "**Second Tranche**") of the Offering, issuing 5,140,000 Units for gross proceeds of $257,000, together with the first tranche for a total of 8,176,000 Units for aggregate gross proceeds of $408,800. Each Unit is comprised of one common share of the Company (each, a "**Unit Share**") and one half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one common share of the Company (each, a "**Warrant Share**") at a price of $0.10 for a period of 48 month from the applicable issuance date of the Units.

The Offering was completed in accordance with the listed issuer financing exemption (the "**LIFE Exemption**") under NI 45-106 – *Prospectus Exemptions*. The Company issued a total of 500,000 Units pursuant to the LIFE Exemption. Accordingly, the Unit Shares, Warrants, and Warrant Shares issued to purchasers resident in each of the Provinces of Canada pursuant to the LIFE Exemption, are not subject to a hold period in accordance with applicable Canadian securities laws. There is an offering document related to the Offering that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at www.visionarymetalscorp.com.

The net proceeds from the Offering will be used to fund the Company's 2024 exploration program and for general working capital purposes. The closing of the Offering is subject to receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange (the "**TSXV**"). The Unit Shares, Warrants and Warrant Shares will be subject to a hold period of four months and one day in accordance with applicable securities laws.

The Company issued a total of 4,640,000 Units to purchasers not resident in each of the Provinces of Canada. Accordingly, the Unit Shares, Warrants, and Warrant Shares not issued pursuant to the LIFE Exemption will remain subject to a hold period of four months and one day in accordance with applicable securities laws.

Crescent Global Gold Ltd. ("**Crescent**"), a 10% shareholder of the Company, participated in the Second Tranche for 4,140,000 Units. The issuance of Units to Crescent is considered a "related party transaction" under Multilateral Instrument 61-101 - *Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**"). The Company intends to rely on the exemptions from the valuation and the minority approval requirements of MI 61-101 provided for in subsections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the fair market value of the subject matter of, and the consideration paid in the Offering, in relation to Crescent, does not represent more than 25% of the Company's market capitalization, as determined in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing of the Second Tranche, as the details of the Second Tranche were not finalized until immediately prior to the closing and the Company wished to close the Offering as soon as practicable for sound business reasons.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

N/A

ITEM 6. RELIANCE ON SECTION 7.1(2) OR NATIONAL INSTRUMENT 51-102

N/A

ITEM 7. OMITTED INFORMATION

N/A

ITEM 8. **EXECUTIVE OFFICER**

Wes Adams, Chief Executive Officer
(303) 809-4668

ITEM 9. **DATE OF REPORT**

August 8, 2024

FORWARD-LOOKING STATEMENTS

This material change report contains "forward-looking statements" within the meaning of Canadian securities legislation. These include, without limitation, statements with respect to the receipt of regulatory approvals, including the final approval of the TSXV, the use of proceeds from the Offering and statements with respect to the 2024 exploration program. Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to the TSXV may refuse to grant final approval of the Offering; the Company may reallocate the proceeds of the Offering for reasons that management believes are in the Company's best interests; the Company may choose to defer, accelerate or abandon its exploration plans; general business, economic and regulatory risks; capital and operating costs varying significantly from management estimates; delays in obtaining or failures to obtain required governmental, environmental or other project approvals; uncertainties relating to the availability and costs of financing needed in the future; inflation; fluctuations in commodity prices; delays in the development of projects; and the other risks involved in the mineral exploration and development industry generally. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this material change report, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except where required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.