

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Reporting Issuer

Green Shift Commodities Ltd. (the “**Company**” or “**GCOM**”)
401-217 Queen St. West
Toronto, Ontario M5V 0R2

Item 2: Date of Material Change

November 30, 2022.

Item 3: News Release

A news release was issued and disseminated on December 1, 2022 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company entered into a definitive purchase agreement (the “**Agreement**”) dated November 30, 2022, with LFP Resources Corp. (“**LFP**”) and the shareholders of LFP pursuant to which GCOM has agreed to acquire (the “**LFP Acquisition**”) all of the outstanding shares of LFP. LFP is a privately owned Canadian exploration company which has existing rights to acquire (the “**Property Acquisitions**”) an aggregate of approximately 485,000 hectares of prospective lithium ground in Rio Negro, Chubut, and Neuquén Provinces in Argentina (the “**Property**”). Completion of the LFP Acquisition is conditional upon, among other things, completion of one of the Property Acquisitions.

Item 5: Full Description of Material Change

The Company entered into the Agreement with LFP and the shareholders of LFP pursuant to which GCOM has agreed to the terms of the LFP Acquisition. LFP is a privately owned Canadian exploration company which has the existing rights to acquire the Property.

Pursuant to the Agreement, GCOM will acquire all of the outstanding shares of LFP for consideration comprised of an up-front payment of USD\$75,000 and the issuance of 17,500,000 common shares of GCOM (“**Common Shares**”) on closing. The price per Common Share will be based on the closing price of the Common Shares on the TSX Venture Exchange (the “**TSXV**”) on the day immediately prior to closing of the LFP Acquisition, currently anticipated to take place in January of 2023. The issuance of the Common Shares pursuant to the LFP Acquisition is subject to approval of the TSXV. Completion of the LFP Acquisition is conditional upon, among other things, GCOM being satisfied, in its sole and absolute discretion, with the terms of the Property Acquisitions and its due diligence with respect to the Property Acquisitions and the Property, the completion of one of the Property Acquisitions and the satisfaction of certain other closing conditions customary in transactions of this nature. There are no finders’ fees payable in connection with the LFP Acquisition and the sellers are arms-length parties with respect to the Company.

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:
Trumbull Fisher, CEO, Green Shift Commodities Ltd.
E. tfisher@greenshiftcommodities.com
Tel: (416) 917-5847

Item 9: Date of Report

December 9, 2022.

Forward-Looking Statements

This material change report includes certain “forward looking statements”. Forward-looking statements consist of statements that are not purely historical, including statements regarding beliefs, plans, expectations or intentions for the future, and include, but not limited to, statements with respect to: closing of the LFP Acquisition and the Property Acquisitions; the approval of the TSXV; the future direction of the Company’s strategy; and other activities, events or developments that are expected, anticipated or may occur in the future. These statements are based on assumptions, including that: (i) the ability to achieve positive outcomes from test work; (ii) actual results of the Company’s exploration, resource goals, metallurgical testing, economic studies and development activities will continue to be positive and proceed as planned, (iii) requisite regulatory and governmental approvals will be received on a timely basis on terms acceptable to GCOM (iv) economic, political and industry market conditions will be favourable, and (v) financial markets and the market for uranium, battery commodities and rare earth elements will continue to strengthen. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in such statements, including, but not limited to: (1) changes in general economic and financial market conditions, (2) changes in demand and prices for minerals, (3) the Company’s ability to source commercially viable reactivation transactions and/or establish appropriate joint venture partnerships, (4) litigation, regulatory, and legislative developments, dependence on regulatory approvals, and changes in environmental compliance requirements, community support and the political and economic climate, (5) the inherent uncertainties and speculative nature associated with exploration results, resource estimates, potential resource growth, future metallurgical test results, changes in project parameters as plans evolve, (6) competitive developments, (7) availability of future financing, (8) the effects of COVID-19 on the business of the Company, including, without limitation, effects of COVID-19 on capital markets, commodity prices, labour regulations, supply chain disruptions and domestic and international travel restrictions, (9) exploration risks, and other factors beyond the control of GCOM including those factors set out in the “Risk Factors” in the Company’s Management Discussion and Analysis dated May 2, 2022 for the fiscal year ended December 31, 2021 available on SEDAR at www.sedar.com. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. GCOM assumes no obligation to update such information, except as may be required by law.