

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

Item One – Name and Address of Company

Namibia Critical Metals Inc.
Suite 802, Sun Tower
1550 Bedford Highway
Bedford, Nova Scotia
Canada B4A 1E6

Item Two - Date of Material Change

May 16, 2024

Item Three - News Release

The attached news release was issued in Halifax, Nova Scotia on May 16, 2024 via Accesswire.

Item Four - Summary of Material Change

On May 16, 2024 Namibia Critical Metals Inc. (“Namibia Critical Metals” or the “Company”) announced that the shareholders voted in favour of all items of business before the Annual and Special Meeting of the Shareholders held in Bedford, Nova Scotia today. Shareholders holding 61.92% of the shares of the Company eligible to vote were present in person or by proxy at the meeting.

Item Five - Full Description of Material Change

On May 16, 2023 Namibia Critical Metals Inc. (“Namibia Critical Metals” or the “Company”) announced that the shareholders voted in favour of all items of business before the Annual and Special Meeting of the Shareholders held in Bedford, Nova Scotia today. Shareholders holding 61.92% of the shares of the Company eligible to vote were present in person or by proxy at the meeting.

Election of Directors

The nominees for directors listed in the management proxy circular for the meeting were elected. Details of the vote are set out below.

Nominee	Votes For	% For	Votes Withheld	% Withheld
Adrian T. Hickey	121,239,738	99.32%	0	0
Steve Herlihy	121,239,738	99.32%	0	0
Darrin Campbell	102,241,738	99.32%	0	0
William L. Price	121,131,738	99.23%	0	0

Auditor Re-appointment

PricewaterhouseCoopers LLP was re-appointed as the auditors of the Company for the ensuing year.

Continuation of the Company's Incentive Stock Option Plan

The shareholders voted in favour of the resolution approving the continuation of the Company's Incentive Stock Option Plan.

Item Six – Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item Seven - Omitted Information

Not Applicable.

Item Eight - Executive Officer

Darrin Campbell, President 902 835-8760

Item Nine – Date of Report

Dated the 16th day of May 2024 by

"Darrin Campbell"

President