

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

1. NAME AND ADDRESS OF COMPANY

Meta Critical Minerals Inc.
c/o 1200 750 West Pender Street
Vancouver, British Columbia, V6C 2T8

2. DATE OF MATERIAL CHANGE

April 17, 2026

3. NEWS RELEASE

News release dated April 17, 2026 was disseminated via Access Newswire.

4. SUMMARY OF MATERIAL CHANGE

Meta Critical Minerals Inc. announces completion of over-subscribed private placement with strategic advisory support from leading New York investment bank Revere Securities.

5. FULL DESCRIPTION OF MATERIAL CHANGE

Meta Critical Minerals Inc. (the “Company”) announced that it has completed its previously announced non-brokered private placement offering of 32,272,780 units (the “Units”) at a price of \$0.20 per Unit for aggregate gross proceeds of \$6,454,556 (the “Offering”), which was oversubscribed and increased from the original offering amount due to strong demand.

Revere Securities LLC, a leading New York-based investment bank, played a central strategic advisory role in connection with the Offering.

Each Unit is comprised of one common share and one share purchase warrant (a “Warrant”). Each Warrant entitles the holder to acquire an additional common share at a price of \$0.30 per common share for a period of two years from the closing of the Offering, subject to acceleration.

The Warrants will be subject to an acceleration right held by the Company, such that if the share price closes at \$0.45 or above for a period of 10 consecutive trading days, the Company may, at any time after such an occurrence, give written notice (via news release) to the holders of the Warrants that the Warrants will expire at 5:00 p.m. (Vancouver time) on the 30th day following the giving of notice unless exercised by the holders prior to such date. Upon receipt of such notice, the holders of the Warrants will have 30 days to exercise their Warrants and any Warrants that remain unexercised will expire.

In connection with the Offering, the Company paid cash finder’s fees in the amount of \$329,949 and issued an aggregate of 1,649,745 finder’s warrants exercisable on the same terms as the Offering Warrants.

Pursuant to Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) the Company advises that the Offering constitutes a “related party transaction” under MI 61-101 due to the participation of one insider (Rana Vig, CEO and Director) as a subscriber under the Offering. The insider subscribed for 500,000 Units for aggregate proceeds of \$100,000 pursuant to the Offering. The Company is relying on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to section 5.5(a) and section 5.7(1)(a) of MI 61-101 based on the fact that neither the fair market value of the Offering nor the fair market value of the consideration paid pursuant to the Offering, insofar as it involves related parties, exceeds 25% of the Company’s market capitalization.

All securities to be issued under the Offering will be subject to a contractual hold period expiring six (6) months from the closing date of the Offering, being longer than the four month hold period required under applicable Canadian securities laws.

Proceeds of the Offering will be used towards advancing the Company's current mineral projects, potential acquisitions, marketing and awareness campaigns, and general working capital.

6. **RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

Rana Vig, CEO
Telephone: 604-218-4766

9. **DATE OF REPORT**

April 27, 2026