FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Critical Elements Corporation (the "Company")
1080 Cote du Beaver Hall, Suite 2101
Montreal, QC, Canada
H2Z 1S8

Item 2. Date of Material Change

June 16, 2015

Item 3. News Release

A new release was issued by the Company on June 16, 2015 through the facilities of Marketwire and concurrently filed on SEDAR on June 16, 2015.

Item 4. Summary of Material Change

Closing of a private placement for an amount of $600,300.

Item 5. Full Description of Material Change

The Company announced that it has closed the second tranche of a non-brokered private placement, for an amount of $600,300.

The Company has issued 2,610,000 units of common shares at a price of $0.23 per share for gross proceeds of $600,300. Each unit consists of one common share priced at $0.23 and one half of one purchase warrant. Each whole purchase warrant entitles the holder thereof to purchase one common share of the Corporation for a period of 24 months at a price of $0.35 per share.

The Company paid Jones, Gable & Company Limited and Mackie Research Capital intermediary fees of $28,152, along with 122,400 compensation options entitling their holders to purchase 122,400 common shares of the Company at a price of $0.35 per share for a 24-month period following the closing of the private placement.

All the securities issued under the private placement are subject to a mandatory hold period of four months and one day following the closing of the private placement.

At any time after this four months and one day, if the trading price of the common shares on the TSX Venture Exchange is equal to or exceeds $0.75 for 14 consecutive trading days, as evidenced by the price at the close of market, the Company shall be entitled to notify the holders of Warrants and Compensation options of its intention to force the exercise of the Warrants and Compensation options. Upon receipt of such notice, the holders of Warrants and Compensation options shall have 30 days to exercise the Warrants or Compensation options, failing which the Warrants and Compensation options will automatically expire.

The proceeds of this private placement will be used for working capital.

The private placement is subject to regulatory approval.

Item 6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Executive Officer**

Jean-Sébastien Lavallée
CEO
(819) 354-5146

Item 9. **Date of Report**

June 19, 2015