FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and address of the Company

Critical Elements Corporation (the "**Company**")
1080 Côte du Beaver Hall, Suite 2101
Montréal, Québec
H2Z 1S8

Item 2 Date of material change

September 3rd, 2015

Item 3 News release

The press release was issued and distributed on September 8th, 2015 (and corrected on September 9, 2015) via Marketwire.

Item 4 Summary of material change

Signature of collaboration agreement with strategic partner to further develop the Company's Rose Lithium-Tantalum project.

Item 5 Full description of material change

The Company announced the signature of a strategic collaboration agreement (the "**Agreement**") with a Leading Chemical Company (the "**Strategic Partner**"), that includes take or pay off-take for all products produced from the Rose Lithium-Tantalum project. The feasibility study will be completed in collaboration with the Strategic technical and commercial Partner. Finally, should the feasibility study support the technical feasibility and economic viability of the project the Strategic Partner will also have the option of participating in the project by providing equity in the project financing for an interest of up to 25%.

The material terms of the Agreement are as follows:

Take or pay Off-take Agreement

Subject to the off-take agreement to be executed by the parties (the "Take or pay Off-take Agreement"), the Strategic Partner will have the sole and exclusive right to purchase all of the produced products including spodumene concentrate (technical and chemical grade), all lithium chemicals (carbonate, hydroxide, chloride), mica and tantalum concentrate (collectively, the "**Products**").

The parties will use their commercially reasonable efforts to finalize and execute the Take or pay Off-take Agreement by no later than 60 days following the completion of the feasibility study. Under the Agreement, and subject to certain conditions, notably the exercise of the Financing Option (as defined below), the Strategic Partner has also been granted a right of first refusal to become the

exclusive off-taker for all Products on any of the future projects of Critical Elements (or its affiliates).

Feasibility Study

The Strategic Partner has agreed to collaborate with, assist and provide technical support to Critical Elements for the preparation and completion of the feasibility study. The Strategic Partner has further agreed to provide logistical and sales support to Critical Elements in relation to the distribution and sale of all future mineral products to be produced on the Project (the "**Mine**").

Project Financing

As consideration for the Strategic Partner's covenants and undertakings under the Agreement, Critical Elements has agreed to grant the Strategic Partner an option to acquire an ownership interest of up to 25% in the project by committing to pay for a portion of the mine construction costs (the "**Financing Option**"). The Strategic Partner may exercise the Financing Option within a period of 60 days after having received written notice from Critical Elements to the effect that it has arranged financing for mine construction. The Financing Option is subject to certain conditions, including the execution of the Take or pay Off-take Agreement.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Jean-Sébastien Lavallée, President and CEO
Tel: 819-354-5146
president@cecorp.ca

Item 9 Date of Report

September 13, 2015