

**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

November 29, 2016

Item 3 News release

The press release was issued and distributed on November 29, 2016 via Marketwire.

Item 4 Summary of material change

The Company appoints ex Rockwood Lithium CEO as President

Item 5 Full description of material change

The Company announced the appointment of Dr. Steffen Haber as its president. Dr. Haber is well known in the lithium industry, having been Chief Executive Officer and President of Rockwood Lithium up until it was acquired by Albermale for \$6.2 billion in January 2015.

Dr. Haber was President and Chief Executive Officer of Rockwood Lithium GmbH when Chemetall GmbH was legally split off in 2012. From 2011 to 2012, he was Managing Director of Chemetall GmbH and since 2007 President of Chemetall's Lithium business. Prior to joining Chemetall GmbH, Dr. Haber worked in different executive positions for Sanofi-Aventis SA and its predecessor companies, in France. Dr. Haber completed his doctorate in organic chemistry at the University of Kaiserslautern, Germany, in 1991 and added one year as a Post-Doc at *Ecole Polytechnique* in Paris. In 1997, Dr. Haber earned his Bachelor of Science in Management from the International School of Management in San Diego, in the United States. Dr. Haber is a fellow of the International Directors Program of INSEAD.

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

November 30, 2016