

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

*Delrey Metals Corp. (the “Company”)
3707 – 1111 Alberni Street
Vancouver, BC V6E 0A8*

Item 2. Date of Material Change

December 12, 2018

Item 3. News Release

The news release was issued on December 13, 2018 through Newsfile Corp.

Item 4. Summary of Material Change

The Company closed a share exchange agreement dated December 12, 2018 (the “Share Exchange Agreement”) with WEM Western Energy Metals Ltd., a private arm’s length corporation (“WEM”), to acquire all the issued and outstanding share capital of BCVC. Pursuant to the terms of the Share Exchange Agreement, the Company issued 4,250,000 common shares of the Company.

WEM owns a 100 percent undivided, unencumbered legal and beneficial interest in both the Penece and the Blackie Vanadium properties (the “Properties”), located in British Columbia. The Properties cover a total area of 2,714 hectares and host vanadium mineralization within large bodies of titaniferous magnetite. Both Properties are strategically located on tidewater, near to the small coastal cities of Port Hardy (Penece – 68km) and Prince Rupert (Blackie – 96km).

Item 5.1 Full Description of Material Change

See attached news release dated December 13, 2018.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Morgan Good, Chief Executive Officer, 604-620-8904

Item 9. Date of Report

April 8, 2019

News Release

Delrey Acquires Vanadium Assets

Strengthens Portfolio Within Strategic Energy Metals Sector

December 13, 2018

CSE:DLRY | FSE:1OZ

DELREY METALS CORP. (CSE:DLRY, FSE:1OZ) (“Delrey” or the “Company”) is pleased to announce it has entered into and closed a share purchase agreement dated December 12, 2018 (the “**Share Purchase Agreement**”) with WEM Western Energy Metals Ltd., a private arm’s length corporation (“**WEM**”), to acquire all the issued and outstanding share capital of WEM. Pursuant to the terms of the Share Purchase Agreement, the Company issued 4,250,000 common shares of the Company (each, a “**Share**”). All securities issued pursuant to the Share Purchase Agreement will be subject to a four month statutory hold period.

WEM owns a 100 percent undivided, unencumbered legal and beneficial interest in both the Penece and the Blackie Vanadium properties (the “**Properties**”), located in British Columbia. The Properties cover a total area of 2,714 hectares and host vanadium mineralization within large bodies of titaniferous magnetite. Both properties are strategically located on tidewater, near to the small coastal cities of Port Hardy (Penece – 68km) and Prince Rupert (Blackie – 96km).

About the Penece and Blackie Vanadium Projects:

The Properties are comprised of large-scale ultramafic complexes which are intruded by gabbroic bodies hosting iron-titanium-vanadium (Fe-Ti-V) mineralization within massive titaniferous magnetite. Two of the gabbro bodies mapped on surface display lateral extents of 4.8km x 0.8km (Penece) and 1.2km x 0.4km (Blackie).

Highlights:

- Historic samples collected from the gabbro on the Blackie assay up to 2.14% V₂O₅.¹
- The Blackie property is located in a historic mining district. The adjacent past-producing Yellow Giant Mine, located less than 10km from the property and operated by Banks Island Gold as recently as 2015 initially boasted a 414% IRR, showing the economic potential that exists on Banks Island².
- McDougall (1984), commented that, “an unusually strong and extensive magnetic anomaly exists over the [Penece Property]. It was, and still remains the largest flux gate magnetic anomaly noted by the writer during many years of work on the West Coast. The size and overall magnetic intensity of the anomaly were only exceeded at the multi-billion ton “Klukwan pyroxenite-amphibolite” deposit in S.E. Alaska.”
- Magnetic concentrate from limited float samples collected distal to the magnetic anomaly on the Penece Property assayed up to 0.59% V₂O₅.¹
- Both properties are easily accessible by boat or helicopter and workable year round. Historic barge-logging was completed within and near to the project areas, which has created a network of logging roads and allows for low cost exploration and development.

An initial work program including a high-resolution airborne magnetic survey is planned in the near term on both Properties.

Morgan Good, President and CEO of Delrey commented: "Delrey continues to rapidly grow its portfolio of quality projects prospective for metals relative to the energy metals sector. Our team has been evaluating properties, specifically vanadium rich properties, for quite some time now. While the notable increase in the price of vanadium is still specific to steel alloys, we're anticipating the demand to continue growing and the prevalence of vanadium redox flow batteries is clearly on the rise. The world continues to move more and more toward renewable energy sources where the need for large capacity, inexpensive and long-lasting energy storage is an absolute necessity."

About Delrey

Delrey is a mineral exploration company focused on the acquisition, exploration and development of mineral resource properties, specifically in the strategic energy minerals space. The Company has an option agreement to purchase a 100% interest in the highly prospective Sunset property situated in the Vancouver Mining Division and located near Pemberton, British Columbia. In addition to its acquisition of the Star, Porcher, Blackie, and Penece Vanadium properties in BC, Delrey intends to review and acquire projects showing potential for materials used in the energy storage and electric vehicle markets. Delrey is based in Vancouver, British Columbia, and is listed on the CSE under the symbol "DLRY" and on the FSE under the symbol "1OZ".

About Vanadium

Vanadium is one of the largest percentage gainers among the battery metals group (Li, Co, Ni, Cu) since early 2017 climbing from under \$5/lb to over \$29/lb where it currently trades. This ductile, malleable and corrosion resistant transition metal has a wide range of use cases and can be found in automobiles, pipelines, jet engines, redox flow batteries and as an alloy in steel production, among others. Currently 90% of global vanadium production is used as an alloy in the manufacturing of steel, with the grade of the steel proportional to its vanadium content. New regulations recently enacted by the Standardization Administration of China (SAC) have eliminated Grade 2 steel rebar production in China, replacing it with Grades 3, 4, and 5, which each consume progressively more vanadium. Global industrial growth and increased building standards in earthquake prone areas are forecasted to keep demand for vanadium strong.

The emerging market for Vanadium Redox Flow Batteries ("**VRBs**") is showing tremendous potential. VRBs are non-flammable, reusable over semi-infinite cycles and are shown to not degrade for more than 20 years, which make them an efficient alternative to traditional lithium-ion batteries for grid power storage. The energy generated by renewable sources such as wind and solar is not constant over time and presents an excellent use case for VRBs to store excess power generated during peak production periods, which can be utilized during seasons with low wind or sun exposure. While the battery technology is in its early stages, the recent commissioning of the world's largest ever battery, a 200MW/800MWh vanadium flow battery in Dalian, China, is proof that the fledgling technology is progressing at a fast rate. Currently VRBs account for only 2% of global vanadium demand, while many estimates are forecasting the market share for VRB's to increase substantially as the emerging VRB space continues to grow.

Qualified person

Scott Dorion, P.Geo., is the designated Qualified Person of the Company as defined by National Instrument 43-101 and has reviewed and approved the technical information contained in this release.

Cautionary Notes

Note that these estimations precede National Instrument 43-101, are repeated for historical reference only, and are not to be relied upon. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources or reserves; and the issuer is not treating the historical estimate as current mineral resources or reserves. Nevertheless, the estimates were completed by competent individuals to the standard of the day, and are considered to be relevant to future exploration of the property.

ON BEHALF OF THE BOARD OF DIRECTORS OF DELREY METALS CORP.

“Morgan Good”

Morgan Good
President and Chief Executive Officer

For more information regarding this news release, please contact:

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Cautionary Note Regarding Forward-Looking Statements

Certain statements contained in this news release, constitute “forward-looking information” as such term is used in applicable Canadian securities laws. Forward-looking information is based on plans, expectations and estimates of management at the date the information is provided and is subject to certain factors and assumptions, including, but are not limited to, general business and economic uncertainties. Forward-looking information is subject to a variety of risks and uncertainties and other factors that could cause plans, estimates and actual results to vary materially from those projected in such forward-looking information. Factors that could cause the forward-looking information in this news release to change or to be inaccurate include, but are not limited to, the risk that any of the assumptions referred to prove not to be valid or reliable, which could result in delays, or cessation in planned work, that the Company’s financial condition and development plans change, delays in regulatory approval, risks associated with the interpretation of data, the geology, grade and continuity of mineral deposits, the possibility that results will not be consistent with the Company’s expectations, as well as the other risks and uncertainties applicable to mineral exploration and development activities and to the Company as set forth in the Company’s Management’s Discussion and Analysis reports filed under the Company’s profile at www.sedar.com. There can be no assurance that any forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader should not place any undue reliance on forward-looking information or statements. The Company undertakes no obligation to update forward-looking information or statements, other than as required by applicable law.

¹*Historical information contained in this news release cannot be relied upon as the Company’s Qualified Person, as defined under NI 43-101 has not prepared nor verified the historical information.*

²*Adjacent Properties - This news release contains information about adjacent properties on which Delrey Metals does not have the right to explore or mine. Investors are cautioned that mineral deposits on adjacent properties are not indicative of mineral deposits on the Company's properties.*

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.