

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Musk Metals Corp. (formerly Gold Plus Mining Inc.) (the "Company")
2905 - 700 W Georgia Street
Vancouver, BC, V7Y 1C6

Item 2 Date of Material Change

July 23 and July 29, 2021

Item 3 News Release

Both news releases were disseminated through Executive Business Services and Stockwatch.

Item 4 Summary of Material Change

On July 23rd, 2021, the Company announced that it has retained Minroc Management Limited to conduct a detailed exploration program to follow up on recent discoveries of Gold and Copper on its 100% owned Pluto properties. As well as a non-brokered private placement consisting of the issuance of up to 4,166,666 units at a price of \$0.12 per Unit for gross proceeds of up to \$500,000 (the "**Offering**").

On July 29th, 2021, the Company announced it had closed the Offering.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached News Releases.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Nader Vatanchi, CEO and Director, (604) 717-6605

Item 9 Date of Report

August 9, 2021



FOR IMMEDIATE RELEASE

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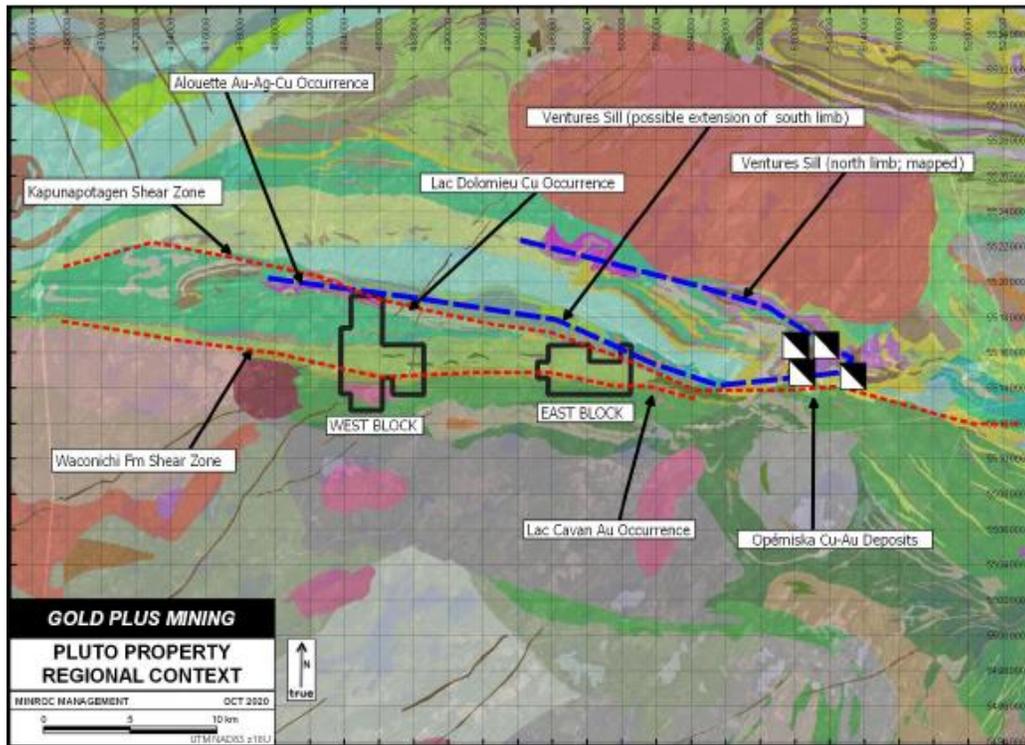
MUSK METALS COMMENCES EXPLORATION ON ITS PLUTO PROPERTIES TO FOLLOW UP ON RECENT DISCOVERY OF GOLD AND COPPER MINERALIZATION AND ANNOUNCES FLOW-THROUGH OFFERING

JULY 23, 2021, VANCOUVER, BC – MUSK METALS CORP. (“MUSK METALS” OR THE “COMPANY”) (CSE: MUSK) (OTC: EMSKF) (FSE: 1I30) is pleased to announce that it has retained Minroc Management Limited (“**Minroc**”) to conduct a detailed exploration program to follow up on recent discoveries of Gold and Copper on its 100% owned Pluto properties, contiguous to and within Kenorland Minerals’ (KLD – TSX.V) “Chebistuan” project, that is currently optioned to Newmont Mining, located in the prolific Abitibi Greenstone Belt, Quebec, as well as the Company’s non-brokered private placement consisting of the issuance of up to 4,166,666 units (each, a “**Unit**”) at a price of \$0.12 per Unit for gross proceeds of up to \$500,000 (the “**Offering**”).

Pluto Properties Exploration Program

Exploration will focus on the West Block of the two Pluto properties and will include sampling and detailed drone magnetics in the northern part of the property, currently not covered by geophysics, correlating with recent Gold and Copper discoveries announced by the Company on [March 4, 2021](#). Gold and Copper mineralization from 88 samples taken out of bedrock and subangular boulders throughout mineralized regional structures returned up to **1,070 ppm Cu and 0.405 g/t Au**. The Kapunapotagen Shear Zone, hosting the Opemiska Cu/Au deposits to the east and the Lac Dolomieu Cu occurrence to the west of the Pluto properties, runs through the northern boundary of both the West Block and the East Block at Pluto. Program highlights include the West Block where samples from a mineralized structure returned grades of 0.405 g/t Au in tectonized ultramafics in bedrock, nearby float from a local silicified metasediment returned 1,070 ppm Cu.

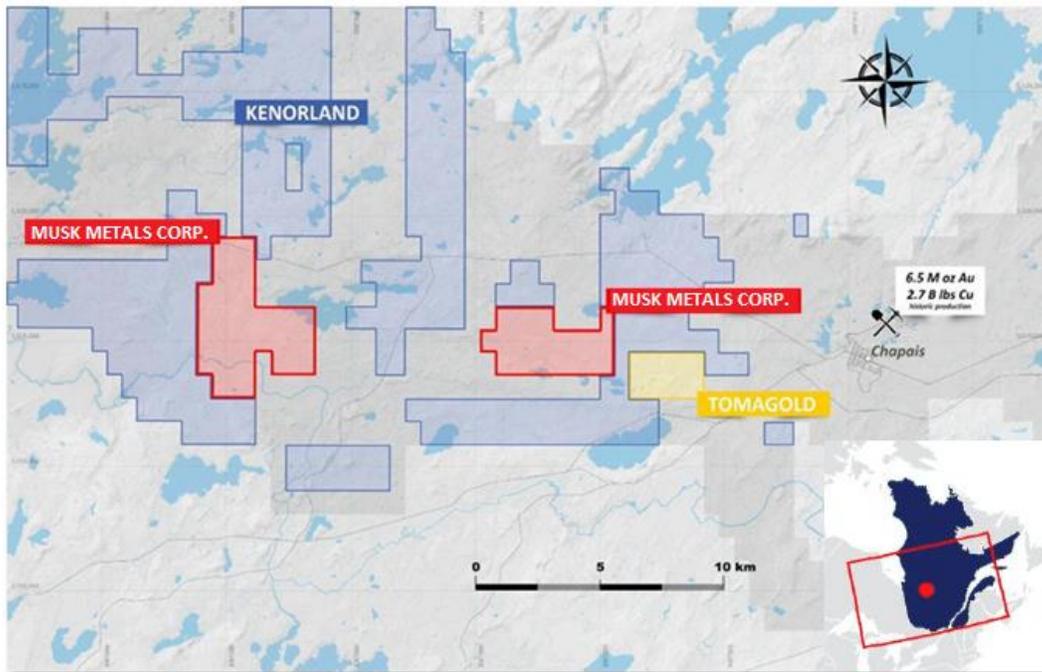
Musk Metals “Pluto Properties” Regional Context Map



Based on observations throughout the program, deformation (and its intensity) observed within the various lithologies the extrapolated thickness or the width of the deformation zone is at least 300 meters, further indicating that this is more of a regional structure. The gabbro-pyroxenite complex found near the highway may represent part of the “Ventures Sill”. This is the same structure which hosts the Opémiska Cu-Au mine in Chapais, and may also therefore be related to the much closer Dolomieu Ag-Cu mineralized occurrence, which lies about 1km east of the West Block (also close to the highway). This area, with its large amount of outcrop, observed mineralization (including both Cu and Zn sulphides) and potential structural and strike relationship to a major local deposit and is a high priority for this current field program.

Musk Metals CEO and Director, Nader Vatanchi states, *“We are excited to be underway with a follow-up exploration program to further define our recent Gold and Copper mineralization discoveries. This program is designed to provide Musk Metals with more samples and sufficient data to establish targets for a drill program at our Pluto properties. Musk Metal anticipates an active period with multiple work programs in close proximity to recent significant discoveries in British Columbia, Ontario and Quebec, as well as the evaluation of additional near-term acquisitions.”*

Musk Metals “Pluto Properties” claims area, Quebec



Both of the Pluto properties are made up of a series of crustal scale deformation zones and highly prospective sedimentary-volcanic rock contacts. The properties are located approximately 40km west of the Chibougamau mining camp and 15km west of the Chapais mining camp (6.5 M oz Au; 2.7 B lbs Cu of historic production). The Chibougamau camp has historically been mined and explored for Cu-Au mineralization but the recent discovery of the Nelligan deposit (IAMGOLD – Vanstar Resources) highlights the regional potential for orogenic gold mineralization which has been overlooked in the past.

Flow-Through Offering

The Company is also pleased to announce the Offering; a non-brokered private placement consisting of the issuance of up to 4,166,666 Units at a price of \$0.12 per Unit for gross proceeds of up to \$500,000.

Each Unit will consist of one common share of the Company (each, a “**Share**”) to be issued as a “flow-through share” (as defined in subsection 66(15) of the *Income Tax Act* (Canada)) and subsection 359.1 of the *Taxation Act* (Quebec)), and one-half of one non-flow-through Share purchase warrant (each whole warrant, a “**Warrant**”), with each Warrant entitling the holder to purchase one additional Share (each, a “**Warrant Share**”) (on a non-flow-through basis) at a price of \$0.14 per Warrant Share for a period of two years following the closing of the Offering.

All securities issued in connection with the Offering will be subject to a statutory hold period expiring four months and one day after closing of the Offering.

The aggregate gross proceeds from the sale of the Offering will be used for or exploration expenditures in connection with the Company’s mineral projects located in the Province of Quebec, Canada.

In connection with the private placement, the Company may pay finder’s fees in cash or securities or a combination of both, as permitted by the policies of the Canadian Securities Exchange.

None of the securities sold in connection with the Offering will be registered under the United States *Securities Act of 1933*, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About the Pluto Properties - Chapais-Chibougamau Mining Camp, Quebec

The Pluto properties and Kenorland's "Chebistuan" project are made up of a series of crustal scale deformation zones and highly prospective sedimentary-volcanic rock contacts. The Pluto properties are located west of the town of Chibougamau, Quebec, which provides excellent infrastructure and an experienced local workforce for exploration and mining activities. The Pluto properties have been under-explored for base and precious metals and historic assay results returned Cu-Zn-Au-Ag values. Some historic diamond drill holes returned visible sulfide mineralization and VMS showings (Dolomieu-Sud). Recent exploration work completed at Pluto resulted in anomalous gold and base metals values in till samples and three distinct anomalous zones were outlined.

Qualified Person

The technical information in this press release has been reviewed and approved by Francis R. Newton P.Geol (OGQ#2129), a "qualified person" pursuant to National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*.

Make sure to follow the company on [Twitter](#), [Instagram](#) and [Facebook](#) as well as subscribe for company updates at www.muskmetals.ca

About Musk Metals Corp.

Musk Metals is a publicly traded exploration company focused on the development of highly prospective, discovery-stage mineral properties located in some of Canada's top mining jurisdictions. The growing portfolio of mineral properties exhibit favorable geological characteristics in underexplored areas within the prolific "Electric Avenue" pegmatite field of northwestern Ontario, the "Abitibi Lithium Camp" of southwestern Quebec, the "Golden Triangle" district of British Columbia, the Mineral Rich "Red Lake" mining camp of Northwestern Ontario and the "Chapais-Chibougamau" mining camp, the second largest mining camp in Quebec, Canada.

ON BEHALF OF THE BOARD

Nader Vatanchi

CEO & Director

For more information on Musk Metals, please contact:

Phone: 604-717-6605

Corporate e-mail: info@muskmetals.ca

Website: www.muskmetals.ca

Corporate Address: 303 – 570 Granville Street, Vancouver, BC, V6C 2P1

FORWARD-LOOKING STATEMENTS

This news release contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements in this news release include statements regarding: the anticipated number of work programs to be initiated by the Company, their expected duration and temporal proximity, the evaluation of additional near-term acquisitions by the Company, the Offering and its terms, including the intended use of proceeds thereof; and other matters regarding the business or plans of the Company. The forward-looking statements reflect management's current expectations based on information currently available and are subject to a number of risks and uncertainties that may cause outcomes to differ materially from those discussed in the forward-looking statements including: that the Company may not initiate or complete the exploration programs on the Pluto properties, that the Company may not identify or be able to close any potential acquisition, that the Offering may not close at all or on the terms announced; that the Company may use the proceeds of the Offering for purposes other than those disclosed in this news release; adverse market conditions; and other factors beyond the control of the Company. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty. Factors that could cause actual results or events to differ materially from current expectations include general market conditions and other factors beyond the control of the Company. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law.

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.



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MUSK METALS ANNOUNCES CLOSING OF FLOW-THROUGH OFFERING

JULY 29th, 2021, VANCOUVER, BC – MUSK METALS CORP. (“MUSK METALS” OR THE “COMPANY”) (CSE: MUSK) (OTC: EMSKF) (FSE: 1130) is pleased to announce that, further to its news release dated July 23, 2021, the Company has closed its non-brokered private placement of 4,166,666 units (each, a “Unit”) at a price of \$0.12 per Unit for gross aggregate proceeds of approximately \$500,000 (the “Offering”).

Nader Vatanchi, CEO states, “We are pleased to have institutional financial support for the continued exploration of our Quebec Lithium and Gold properties. This financing will allow Musk to continue to expand its currently ongoing work programs on both the Elon Lithium property and the Pluto properties.”

Each Unit is comprised of one common share of the Company (each, a “Share”) issued as a “flow-through share” (as defined in subsection 66(15) of the *Income Tax Act* (Canada)) and subsection 359.1 of the *Taxation Act* (Quebec)), and one-half of one non-flow-through Share purchase warrant (each whole warrant, a “Warrant”), with each Warrant entitling the holder to purchase one additional Share (each, a “Warrant Share”) (on a non-flow-through basis) at a price of \$0.14 per Warrant Share for a period of two years following the closing of the Offering.

The Company paid an aggregate of \$46,000 and issued an aggregate of 383,333 broker warrants (each, a “Broker Warrant”) in connection with the closing of the Offering. Each Broker Warrant entitles the holder to purchase one additional Share (each, a “Broker Warrant Share”) (on a non-flow-through basis) at a price of \$0.12 per Broker Warrant Share for a period of two years following the closing of the Offering.

All securities issued in connection with the Offering are subject to a statutory hold period expiring four months and one day after closing of the Offering.

The aggregate gross proceeds from the sale of the Offering are expected to be used for exploration expenditures in connection with the Company’s mineral projects located in the Province of Quebec, Canada.

None of the securities sold in connection with the Offering will be registered under the United States *Securities Act* of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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