

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Clear Sky Lithium Corp.
1021 West Hastings Street
9th floor
Vancouver, BC
V6E 0C3

Item 2 Date of Material Change

August 5, 2022

Item 3 News Release

The news release was disseminated on August 5, 2022 by Globe Newswire and was posted to SEDAR.

Item 4 Summary of Material Change

The Company announced that it has entered property option agreement (the “**Option Agreement**”), dated August 05, 2022, with Halo Lithium LLC (the “**Vendor**”), pursuant to which it has been granted the right to acquire the Halo Project. The Halo Project is comprised of ninety-eight mineral claims, located in Esmeralda and Nye Counties, Nevada, and is considered prospective for claystone-hosted lithium mineralization.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Pursuant to the terms of the Option Agreement, the Company may acquire all rights to the Halo Project from the Vendor, in consideration for completing a series of cash payments and share issuances (the “**Consideration Shares**”) in accordance with the following schedule:

Deadline	Cash Payment	Consideration Share Issuance
Initial Payment	US\$250,000	1,865,269
First Anniversary of Option Agreement	US\$200,000	1,250,000
Second Anniversary of Option Agreement	US\$200,000	500,000

All Consideration Shares issued to the Vendor will be subject to a twelve-month voluntary escrow arrangement, during which time the Consideration Shares may not be traded without the prior approval of the Company. The Consideration Shares will be released from the escrow arrangement in three tranches, of which 25% will be released after six months, a further 37.5% after nine months, and the balance after twelve months.

In addition to the above payments and share issuances, the Company has agreed to reimburse the Vendor for expenses incurred in maintaining the Halo Project in good standing, to a maximum of US\$100,000, and to assume responsibility for ongoing maintenance fees owing to

the Bureau of Land Management. Following exercise of the option and the acquisition of the Halo Project, the Company will grant the Vendor a one-percent net smelter returns royalty (the “**Royalty**”) on commercial project from the Project. One-half of the Royalty may be bought back from the Vendor at any time through a one-time cash payment of US\$1,000,000.

The Company and the Vendor are at arms-length. The transaction contemplated by the Option Agreement neither constitutes a fundamental change nor a change of business for the Company, nor is it expected to result in a change of control for the Company within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange (the “**CSE**”).

The Company has agreed to pay an arm’s length finder a series of share issuances (the “**Finder’s Shares**”) including (i) within 5 days of the date of the Option Agreement, 118,406 Finder’s Shares, (ii) on the first anniversary of the date of the Option Agreement, 75,000 Finder’s Shares plus such number of Finder’s Shares as is equal to US\$12,000 at a deemed price per share equal to the 10-day volume-weighted average trading price of the Shares on the CSE immediately prior to the date of issue (the “**VWAP**”), and (iii) on the second anniversary of the date of the Option Agreement, 30,000 Finder’s Shares plus such number of Finder’s Shares as is equal to US\$12,000 at a deemed price per share equal to the 10-day VWAP. The Finder’s Shares set out in (ii) and (iii) are subject to the Company making the corresponding payments under the Option Agreement, and all Finder’s Shares are subject to the same twelve-month voluntary escrow terms as the Consideration Shares.

See attached new release with respect to the matter described above.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

Contact: Patrick Morris, Chief Executive Officer
Email: www.clearskylithium.com

Item 9 Date of Report

August 8, 2022



**Clear Sky adds strategic and significant asset to its project base in Nevada
-- Halo Project located strategically between two lithium majors**

VANCOUVER, BC, August 05, 2022 (GLOBE NEWSWIRE) -- **Clear Sky Lithium Corp.** (CSE: POWR) (FRA: K4A / WKN: A3DM2W) (“**Clear Sky**” or the “**Company**”), a mineral exploration and development company focused on American lithium deposits to support domestic demand, announces that it has entered property option agreement (the “**Option Agreement**”), dated August 05, 2022, with Halo Lithium LLC (the “**Vendor**”), pursuant to which it has been granted the right to acquire the Halo Project. The Halo Project is comprised of ninety-eight mineral claims, located in Esmeralda and Nye Counties, Nevada, and is considered prospective for claystone-hosted lithium mineralization.

Patrick Morris, CEO notes, “This acquisition, in the heart of America’s lithium discovery region, will significantly broaden our project base in Nevada. The Halo Project directly borders two companies who have shown lithium enrichment in the area: American Lithium’s TLC project (MRE: 7.1Mt LCE¹) to the north, and American Battery Metals Tonopah Flats project to the southwest. We believe Halo is underlain by the same geologic formation that hosts the TLC deposit. We feel that this ground-breaking opportunity will allow us to achieve our goal of becoming a major player in the region and ultimately a contributor to the lithium supply chain.”

Pursuant to the terms of the Option Agreement, the Company may acquire all rights to the Halo Project from the Vendor, in consideration for completing a series of cash payments and share issuances (the “**Consideration Shares**”) in accordance with the following schedule:

Deadline	Cash Payment	Consideration Share Issuance
Initial Payment	US\$250,000	1,865,269
First Anniversary of Option Agreement	US\$200,000	1,250,000
Second Anniversary of Option Agreement	US\$200,000	500,000

All Consideration Shares issued to the Vendor will be subject to a twelve-month voluntary escrow arrangement, during which time the Consideration Shares may not be traded without the prior approval of the Company. The Consideration Shares will be released from the escrow arrangement in three tranches, of which 25% will be released after six months, a further 37.5% after nine months, and the balance after twelve months.

In addition to the above payments and share issuances, the Company has agreed to reimburse the Vendor for expenses incurred in maintaining the Halo Project in good standing, to a maximum of US\$100,000, and to assume responsibility for ongoing maintenance fees owing to the Bureau of Land Management. Following exercise of the option and the acquisition of the Halo Project, the Company will grant the Vendor a one-percent net smelter returns royalty (the “**Royalty**”) on commercial project from the Project. One-half of the Royalty may be bought back from the Vendor at any time through a one-time cash payment of US\$1,000,000.

The Company and the Vendor are at arms-length. The transaction contemplated by the Option Agreement neither constitutes a fundamental change nor a change of business for the Company,

nor is it expected to result in a change of control for the Company within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange (the “CSE”).

The Company has agreed to pay an arm’s length finder a series of share issuances (the “Finder’s Shares”) including (i) within 5 days of the date of the Option Agreement, 118,406 Finder’s Shares, (ii) on the first anniversary of the date of the Option Agreement, 75,000 Finder’s Shares plus such number of Finder’s Shares as is equal to US\$12,000 at a deemed price per share equal to the 10-day volume-weighted average trading price of the Shares on the CSE immediately prior to the date of issue (the “VWAP”), and (iii) on the second anniversary of the date of the Option Agreement, 30,000 Finder’s Shares plus such number of Finder’s Shares as is equal to US\$12,000 at a deemed price per share equal to the 10-day VWAP. The Finder’s Shares set out in (ii) and (iii) are subject to the Company making the corresponding payments under the Option Agreement, and all Finder’s Shares are subject to the same twelve-month voluntary escrow terms as the Consideration Shares.

Clear Sky Lithium advises the public that as part of its disclosure obligations as a public issuer, all material and regulatory filings can be found on www.sedar.com. We also invite the public to visit our website at www.clearskylithium.com and to sign up to our “[news alerts](#)” to be advised of future news releases and related company information. Please also ensure you watch our [video](#) which is available on the website.

On Behalf of The Board of Directors,
Sincerely,

~Patrick Morris~

Patrick Morris
Chief Executive Officer
Clear Sky Lithium Corp.
www.clearskylithium.com

Notes

¹American Lithium uses a 400 ppm Li cut off grade for the TLC Project

About Clear Sky Lithium Corp. (CSE: POWR) (FRA: K4A / WKN: A3DM2W)

Clear Sky Lithium is an exploration and development company dedicated to the advancement of North American lithium deposits to support domestic demand. The Company holds interests on the Halo and Eli properties in Nevada. The Company is also focusing on the development of claystone extraction and processing technologies aimed at delivering scalable efficiencies across the value chain in a sustainable manner. Find out more visit www.clearskylithium.com and watch our [video](#).

Forward Looking Information Disclaimer

This news release contains statements and information that, to the extent that they are not historical fact, may constitute “forward-looking information” within the meaning of applicable securities legislation. Forward-looking information may include financial and other projections, as well as statements regarding future plans, objectives, or economic performance, or the assumption underlying any of the foregoing. In some cases, forward-looking statements can be identified by terms such as “may”, “would”, “could”, “will”, “likely”, “except”, “anticipate”, “believe”, “intend”, “plan”, “forecast”, “project”, “estimate”, “outlook”, or the negative thereof

or other similar expressions concerning matters that are not historical facts. Examples of such statements include, but are not limited to, statements with respect to the Company and the Vendor fulfilling their respective obligations under the Option Agreement, the payments of the Consideration Shares and the Finder's Shares.

Forward-looking information is based on the assumptions, estimates, analysis, and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The material factors and assumptions used to develop the forward-looking information contained in this news release include, but are not limited to, key personnel and qualified employees continuing their involvement with the Company; the Company's ability to secure additional financing on reasonable terms; the competitive conditions of the sector in which the Company operates; and laws and any amendments thereto applicable to the Company.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information, including, without limitation, risks relating to the future business plans of the Company; risks that the Company will not be able to retain its key personnel; risks that the Company will not be able to secure financing on reasonable terms or at all, as well as all of the other risks as described in the Company's final long form prospectus dated May 31, 2022, under the heading "Risks Factors." Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking information speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for the Company's management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking information. The Company does not undertake any obligation to update any forward-looking information to reflect information or events after the date on which it is made or to reflect the occurrence of unanticipated events, except as required by law, including securities laws.

The CSE has neither approved nor disapproved the contents of this press release. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

CONTACT INFORMATION

Clear Sky Lithium Corp.

Investor Relations

Email: info@clearskylithium.com

Telephone: +1 (778) 383-7240
