

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Lithium Chile Inc.  
900, 903 - 8th Avenue SW  
Calgary, Alberta T2P 0P7

**2. Date of Material Change:**

June 13, 2018

**3. News Release:**

A news release relating to the material change described herein was disseminated through the facilities of CNW on June 13, 2018.

**4. Summary of Material Change**

Lithium Chile Inc. announced that it has entered into a memorandum of understanding (“MOU”) with Prosper One International Holdings Company Limited (“Prosper One”), a Hong Kong Stock Exchange listed company.

**5. Full Description of Material Change**

**5.1 Full Description of Material Change**

Please see the press release attached as Schedule "A" hereto.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

N/A

**7. Omitted Information**

N/A

**8. Executive Officer**

Steve Cochrane  
President and Chief Executive Officer  
Lithium Chile Inc.  
Tel: (403) 718-0366

**9. Date of Report**

June 13, 2018

## Schedule "A"

TSX Venture Exchange: "LITH"  
OTC-QB: LTMCF

For Immediate Release

### PROSPER ONE ENTERS MOU TO SPEND \$3M TO EARN 55% OF LITHIUM CHILE'S PINTADAS NORTE PROJECT

**CALGARY, ALBERTA, June 13, 2018** – Lithium Chile Inc. ("Lithium Chile" or the "Company") is pleased to announce that it has entered into a memorandum of understanding ("MOU") with Prosper One International Holdings Company Limited ("Prosper One"), a Hong Kong Stock Exchange listed company.

#### MOU Highlights

- Prosper One and Lithium Chile will enter into a joint venture agreement ("Joint Venture Agreement") whereby Prosper One may earn a 55% interest in Lithium Chile's Pintadas Norte project in Chile by incurring \$3,000,000 of staged exploration expenditures on or before December 31, 2021; and
- Prosper One to make a \$1,000,000 equity investment in Lithium Chile at a minimum price of \$1.00 per share; and
- Lithium Chile will operate the exploration programs for the Pintadas Norte project and as operator, Lithium Chile will receive a management fee from Prosper One equal to 17.5% of the funds expended on the Pintadas Norte exploration programs; and
- A \$250,000 break fee will be payable by Prosper One to Lithium Chile should a definitive agreement not be signed.

Steve Cochrane, President and CEO of Lithium Chile, commented, "*We are pleased to have reached this agreement with Prosper One which accelerates our ability to unlock the potential of our dominant land package in Chile. Essentially, we are combining our technical expertise and Chilean experience with Prosper One's financial acumen and support to explore our highly prospective Pintadas Norte project in the coastal region of Chile. We look forward to a mutually rewarding working relationship.*"

The MOU contemplates that Prosper One will make an equity investment of CDN\$1,000,000 (equivalent to approximately HK\$6,000,000) into Lithium Chile which is to be completed within 60 days from the signing of the formal Joint Venture Agreement. The shares being issued to Prosper One will be done at a price determined on the date of this press release in accordance with the TSX Venture Exchange ("TSXV") Policies involving an allowable discounted market price subject to a minimum price of CDN\$1.00 per Lithium Chile common share ("LC Share"). The equity investment will be done on a unit basis to be made up of one LC Share and one-half of one warrant. Each whole warrant will be exercisable into one LC Share at a price of CDN\$1.50 for a period of two years from the date of completion of the equity investment.

The MOU contemplates the Pintadas Norte exploration program will have a term of three years involving an annual financial commitment of CDN\$1,000,000 to be paid by Prosper One. The first annual financial commitment is payable within 60 days from the date of the completion of the equity investment by Prosper One into Lithium Chile. Prosper One has no obligation to complete the second or third year financial commitment whereupon it will surrender its interest. Upon completion of the Pintadas Norte exploration program, Prosper One will have earned a 55% working interest in the Pintadas Norte property. Further, the Joint Venture Agreement will include a provision allowing Prosper One to earn an additional 20% working interest in the Pintadas Norte property upon completion of a pre-feasibility study. Lithium

Chile will operate the Pintadas Norte exploration program on behalf of the joint venture for which it will receive a management fee equal to 17.5% of the funds expended under the Pintadas Norte exploration programs. The Joint Venture Agreement will provide that Prosper One will be entitled to nominate a representative to the Joint Venture operating committee and provides each party the ability to complete a due diligence review.

Except for provisions relating to governing law, confidentiality, securities trading restriction, costs and expenses, binding effect, exclusivity and termination, the MOU does not constitute a legally binding commitment on any of the parties to the MOU in relation to the transactions contemplated. Further, the Joint Venture Agreement will include a three year right of first refusal for Prosper One to enter into a joint venture agreement for exploration of Pintadas Sur, the southern extension to Pintadas Norte. If the Joint Venture Agreement is not entered into, Prosper One will pay to Lithium Chile a break fee of CDN\$250,000.

The Joint Venture Agreement, including the equity investment, remains subject to regulatory approval.

#### **About Prosper One International Holdings Company Limited**

Prosper One is an investment holding company listed on the Hong Kong Stock Exchange under the stock code 1470 and is engaged in the sale and trading of fertilisers, raw materials and related fertiliser products, and public consumption products.

#### **About Lithium Chile**

Lithium Chile is advancing a lithium property portfolio consisting of 152,900 hectares covering sections of 14 salars and 1 laguna complex in Chile. The properties include 64 square kilometres on the Salar de Atacama which hosts the world's highest concentration lithium brine production and is currently the source of approximately 30% of the world's lithium production. Lithium Chile's common shares are listed on the TSX-V under the symbol "**LITH**" and on the OTC-QB under the symbol "**LTMCF**".

To find out more about Lithium Chile Inc., please contact Steven Cochrane, President & CEO at [steve@lithiumchile.ca](mailto:steve@lithiumchile.ca) or Jeremy Ross, VP Business Development, at (604) 537-7556 or via email: info@lithiumchile.ca.

*NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.*

#### **Forward Looking Statements**

This news release may contain certain forward-looking information and forward-looking statements within the meaning of applicable securities legislation (collectively "**forward-looking statements**"). Generally, forward-looking information can be identified by the use of forward-looking terminology such as "expects", "believes", "aims to", "plans to" or "intends to" or variations of such words and phrases or statements that certain actions, events or results "will" occur. In particular, this news release contains forward-looking statements relating to, among other things, regulatory approval of the Joint Venture Agreement and equity investment, the satisfactory completion of the due diligence review, and the entering into of definitive agreements including the Joint Venture Agreement.

You are cautioned that the following list of material factors and assumptions is not exhaustive. Specific material factors and assumptions include, but are not limited to: the general stability of the economic and political environment in which the Company operates; the timely receipt of required regulatory approvals; the ability of the Company to obtain future financing on acceptable terms; currency, exchange and interest rates; operating costs; and the success the Company will have in exploring its prospects and the results from such prospects. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements herein, except as required by applicable securities laws. All forward-looking statements contained in this press release are expressly qualified by this cautionary statement.