

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

Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

CARTIER IRON CORPORATION
20 Adelaide Street East, Suite 200
Toronto, ON M5C 2T6
Telephone: (416) 360-8006
Facsimile: (416) 361-1333

Item 2. Date of Material Change

October 17, 2014

Item 3. News Release (including date and method of dissemination)

A new release was released through the facilities of Marketwire on October 17, 2014 and subsequently filed on SEDAR.

Item 4. Summary of Material Change

CARTIER IRON CORPORATION (“Cartier Iron”) announced that it has completed a non-brokered private placement, issuing 2,941,172 units (“Units”) at a price of \$0.17 per Unit for proceeds of \$500,000 (the “Private Placement”) and completed a conversion of debt with Champion Iron Mines Limited (“Champion”), a wholly-owned subsidiary of Champion Iron Limited, by issuing 6,176,470 Units to settle \$1,050,000 of outstanding debt (the “Shares for Debt Placement”). All of the common shares issued by Cartier Iron in these transactions are subject to a four (4) month statutory hold period.

Cartier Iron also announces that it has issued to Champion an additional 1,000,000 common shares pursuant to the Gagnon Holdings Option and Joint Venture Agreement executed by Champion and Cartier Iron on December 10, 2012. Pursuant to a Board Representation and Standstill Agreement also signed by Cartier Iron and Champion on December 10, 2012, the common shares of Cartier Iron which are owned by Champion are subject to sale restrictions, unless Cartier Iron otherwise consents, expiring December 31, 2017; thereafter limited monthly sales are permitted.

Each Unit issued pursuant to the Private Placement and the Shares for Debt Placement consists of one Cartier Iron common share and one half of one common share purchase warrant with each full warrant exercisable into one common share at an exercise price of \$0.22 subject to expiry on the earlier of: i) 18 months from the date of issue; or ii) if the average closing price of Cartier Iron’s common shares on the Canadian Securities Exchange, or such other stock exchange on which Cartier Iron’s common shares are listed and posted for trading, is greater than \$0.40 per common share for a period of 20 consecutive business days (following the expiry of the initial regulatory hold period under National Instrument 45-102 – *Resale of Securities*), the date which is 10 calendar days from the date on which written notice is given by Cartier Iron to the warrant holders (by

depositing notice thereof in the mail) after Cartier Iron has issued a news release in respect of such acceleration.

Cartier Iron intends to use the proceeds of the Private Placement for working capital and to further its exploration effort at the optioned Gagnon Holdings where it is currently commissioning a Preliminary Economic Assessment at the Penguin Lake deposit. By a press release issued on December 19, 2013, Cartier Iron announced an initial Inferred Mineral Resource of 531 million tonnes grading 33% Total Iron at a 15% cut-off grade at Penguin Lake.

Following the issuance of the Private Placement Units, the Shares for Debt Placement Units and the share option payments Cartier Iron has 29,499,962 common shares issued and outstanding. Champion owns 11,019,971 of such common shares on a non-diluted basis, representing approximately 37.4% of the total Cartier Iron common shares issued and outstanding.

Item 5. Full Description of Material Change

The material change is fully described in the press release issued on October 17, 2014 attached hereto as Schedule "A".

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

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Jorge Estepa, Vice President and Secretary-Treasurer
(416) 360-8006.

Item 9. Date of Report

This report is dated as of the 27th day of October, 2014.

SCHEDULE "A"



20 Adelaide Street East, Suite 200, Toronto, Ontario M5C 1K6 Tel.: (416) 360-8006 Fax: (416) 361-1333

NEWS RELEASE

Cartier Iron Completes \$500,000 Financing and \$1,050,000 Debt Conversion

Toronto (Canada), October 17, 2014 – Cartier Iron Corporation (CSE: CFE) ("Cartier Iron" or the "Company") is pleased to announce that it has completed a non-brokered private placement, issuing 2,941,172 units ("Units") at a price of \$0.17 per Unit for proceeds of \$500,000 (the "Private Placement") and completed a conversion of debt with Champion Iron Mines Limited ("Champion"), a wholly-owned subsidiary of Champion Iron Limited, by issuing 6,176,470 Units to settle \$1,050,000 of outstanding debt (the "Shares for Debt Placement"). All of the common shares issued by Cartier Iron in these transactions are subject to a four (4) month statutory hold period.

Cartier Iron also announces that it has issued to Champion an additional 1,000,000 common shares pursuant to the Gagnon Holdings Option and Joint Venture Agreement executed by Champion and Cartier Iron on December 10, 2012. Pursuant to a Board Representation and Standstill Agreement also signed by Cartier Iron and Champion on December 10, 2012, the common shares of Cartier Iron which are owned by Champion are subject to sale restrictions, unless Cartier Iron otherwise consents, expiring December 31, 2017; thereafter limited monthly sales are permitted.

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Cartier Iron intends to use the proceeds of the Private Placement for working capital and to further its exploration effort at the optioned Gagnon Holdings where it is currently commissioning a Preliminary Economic Assessment at the Penguin Lake deposit. By a press release issued on December 19, 2013, Cartier Iron announced an initial Inferred Mineral Resource of 531 million tonnes grading 33% Total Iron at a 15% cut-off grade at Penguin Lake.

Following the issuance of the Private Placement Units, the Shares for Debt Placement Units and the share option payments Cartier Iron has 29,499,962 common shares issued and outstanding. Champion owns 11,019,971 of such common shares on a non-diluted basis, representing approximately 37.4% of the total Cartier Iron common shares issued and outstanding.

About Cartier Iron Corporation

Cartier Iron is an exploration and development Company focused on discovering and developing significant iron ore resources in the province of Quebec. Cartier Iron's projects include the optioned Gagnon Holdings in the Cote-Nord Region of east-central Quebec, and the Borel River Prospect in the Nunavik Region of northern Quebec. Cartier Iron announced on December 19, 2013 that the Penguin Lake deposit, which underlies part of the Round Lake claim group (one of Cartier Iron's optioned Gagnon Holdings), hosts an in-pit Inferred Resource of 531 million tonnes grading 33% Total Iron at a 15% cut-off grade. Cartier Iron also announced on March 24, 2014 that it has engaged BBA Inc. to complete a Preliminary Economic Assessment of the Penguin Lake Project.

For additional information on Cartier Iron, please visit our website at www.cartieriron.com.

For further information please contact:

Thomas G. Larsen
CEO and Director
(416) 360-8006

Jorge Estepa
Vice-President
(416) 360-8006

The CSE has not reviewed nor accepts responsibility for the adequacy or accuracy of this release. Statements in this release that are not historical facts are "forward-looking statements" and readers are cautioned that any such statements, such as the proposed use of proceeds, are not guarantees of future performance, and that actual developments or results, may vary materially from those in these "forward-looking statements."