

MATERIAL CHANGE REPORT
Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

Cartier Iron Corporation (“Cartier Iron” or the “Corporation”)
20 Adelaide Street East, Suite 200
Toronto, Ontario M5C 2T6

Telephone: (416) 360-8006
Facsimile: (416) 361-1333

Item 2. Date of Material Change

September 10 and September 17, 2020

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

A new release was issued on September 10, 2020 and September 18, 2020 and subsequently filed on SEDAR.

Item 4. Summary of Material Change

Cartier Iron announced on September 10, 2020 that it closed the first tranche of a previously announced non-brokered private placement (the “Private Placement”) for proceeds of \$500,000, including a lead order from Palisades Goldcorp Ltd. (“Palisades Goldcorp”), pursuant to an offering of 18,500,000 units of Cartier Iron at a price of \$0.07 per unit (“Units”) for aggregate proceeds of \$1,295,000. A total of 7,142,858 Units were issued to investors in connection with the first closing of the Private Placement. On September 18, 2020, Cartier Iron announced it has closed the final tranche of the Private Placement for additional proceeds of \$795,000. A total of 11,357,142 Units were issued to investors, including directors and officers of Cartier Iron, in connection with the closing of the final tranche of the Private Placement.

Each of the 18,500,000 Units issued consists of one common share in the capital of Cartier Iron (a “Common Share”) and one Common Share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.10 per share for a term of 36 months from the issuance date.

In connection with the closing of the Private Placement, arm’s length finders received as compensation cash commissions aggregating \$35,914 and 513,061 finder’s compensation warrants (“Finder’s Warrants”). Each Finder’s Warrant entitles the holder to purchase one Common Share at a price of \$0.10 per share for a term of 36 months from the issuance date.

Given that directors and senior officers of the Corporation participated in the Private Placement, that portion of the Private Placement constituted a “related party transaction” within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). In its consideration and approval of the Private Placement, the board of directors of the Corporation determined that the Private Placement was exempt from the formal valuation and minority approval requirements of MI 61-101 on the basis that the fair market value of the Common Shares issued to related parties did not exceed 25% of the market capitalization of the Corporation, in accordance with Sections 5.5 and 5.7 of MI 61-101. The Corporation did not file a material change

report at least 21 days prior to the anticipated date of completion of the Private Placement due to the Corporation's determination that it was in the best interests of the Corporation to avail itself of the proceeds and complete the Private Placement in an expeditious manner.

The net proceeds of the Private Placement will be used to finance exploration at the Big Easy gold property, located in the Burin Peninsula epithermal gold belt in the Avalon Zone of eastern Newfoundland, and be utilized as working capital. All securities issued pursuant to the Private Placement are subject to the applicable statutory four-month hold period.

Item 5. Full Description of Material Change

Cartier Iron announced on September 10, 2020 that it closed the first tranche of a previously announced non-brokered private placement (the "Private Placement") for proceeds of \$500,000, including a lead order from Palisades Goldcorp Ltd. ("Palisades Goldcorp"), pursuant to an offering of 18,500,000 units of Cartier Iron at a price of \$0.07 per unit ("Units") for aggregate proceeds of \$1,295,000. A total of 7,142,858 Units were issued to investors in connection with the first closing of the Private Placement. On September 18, 2020, Cartier Iron announced it has closed the final tranche of the Private Placement for additional proceeds of \$795,000. A total of 11,357,142 Units were issued to investors, including directors and officers of Cartier Iron, in connection with the closing of the final tranche of the Private Placement.

Each of the 18,500,000 Units issued consists of one common share in the capital of Cartier Iron (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.10 per share for a term of 36 months from the issuance date.

In connection with the closing of the Private Placement, arm's length finders received as compensation cash commissions aggregating \$35,914 and 513,061 finder's compensation warrants ("Finder's Warrants"). Each Finder's Warrant entitles the holder to purchase one Common Share at a price of \$0.10 per share for a term of 36 months from the issuance date.

Given that directors and senior officers of the Corporation participated in the Private Placement, that portion of the Private Placement constituted a "related party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). In its consideration and approval of the Private Placement, the board of directors of the Corporation determined that the Private Placement was exempt from the formal valuation and minority approval requirements of MI 61-101 on the basis that the fair market value of the Common Shares issued to related parties did not exceed 25% of the market capitalization of the Corporation, in accordance with Sections 5.5 and 5.7 of MI 61-101. The Corporation did not file a material change report at least 21 days prior to the anticipated date of completion of the Private Placement due to the Corporation's determination that it was in the best interests of the Corporation to avail itself of the proceeds and complete the Private Placement in an expeditious manner.

The net proceeds of the Private Placement will be used to finance exploration at the Big Easy gold property, located in the Burin Peninsula epithermal gold belt in the Avalon Zone of eastern Newfoundland, and be utilized as working capital. All securities issued pursuant to the Private Placement are subject to the applicable statutory four-month hold period.

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
Phone: (416) 360-8006

Item 9. Date of Report

This report is dated as of the 20th day of September, 2020.