

**NOT FOR DISSEMINATION IN THE UNITED STATES OR
FOR DISTRIBUTION TO U.S. WIRE SERVICES**

**51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Mount Dakota Energy Corp. (the "Issuer")
c/o Suite 1780 – 400 Burrard Street
Vancouver, British Columbia V6C 3A6

Item 2 Date of Material Change

September 25, 2017

Item 3 News Release

The Issuer disseminated a press release dated September 25, 2017 through Stockwatch and Marketwire.

Item 4 Summary of Material Change

The Issuer announced a proposed private placement of 30,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$3,000,000 and a proposed change of business from a Tier 2 Oil and Gas Issuer (TSX Venture Exchange) to a Tier 2 Investment Issuer (TSX Venture Exchange). Also, concurrently with the closing of the proposed change of business, the issuer may seek to change its name to a name that better reflects its business activities.

Item 5 Full Description of Material Change

See the attached news release.

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

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

To obtain further information contact S. John Kim, the Chief Financial Officer of the Issuer, at 604-689-2454.

Item 9 Date of Report

September 28, 2017

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NEWS RELEASE

TSX-V symbol: MMO

**MMO Announces Non-Brokered Private Placement and
Proposed Change of Business To Investment Issuer**

September 25, 2017 - Vancouver, British Columbia. Mount Dakota Energy Corp. (the "Company") is pleased to announce that it is proposing to change its business from a Tier 2 Oil and Gas issuer to a Tier 2 Investment Issuer (the "Proposed COB") pursuant to the Policies of the TSX Venture Exchange (the "Exchange"). In anticipation of the Proposed COB, the Company will also undertake a non-brokered private placement of common shares to raise gross proceeds of \$3,000,000 (the "Proposed Offering") by issuing 30,000,000 common shares at a price of \$0.10 per share. The Company's shares have been halted and will remain halted until the requirements of the Exchange have been met.

The Company's board of directors have determined that, as a result of the continuing depressed market for oil and gas issuers, the skills and expertise of management, and the Company's capital, could best be utilized if the Company converted into an investment issuer.

The Company has not entered into any agreement with any party with respect to an investment and is currently in negotiations with various parties for a potential investment. It is expected that the Company's first investment will be in the industrial sector. The Proposed COB will be an "arm's length transaction", for the purposes of the Exchange, and the Company believes that shareholder approval will not be required for the following reasons: a) the Proposed COB and the proposed initial investment will not be Related Party Transactions (as such terms are defined in the Policies of the Exchange) and no other circumstances exist which could compromise the independence of the Company or other interested parties (in particular, the Company's directors and officers); b) the Company is without active operations and has been put on notice by the Exchange that it will be transferred to NEX; c) the Company is not and will not be subject to a cease trade order and will not otherwise be suspended from trading upon completion of the Proposed COB; and d) shareholder approval of the Proposed COB is not otherwise required under applicable corporate and securities laws. In the event that the Exchange determines that shareholder approval will be required, the Company intends to obtain the necessary shareholder approval by way of written consent of the shareholders of the Company holding a majority of the issued and outstanding shares of the Company.

The Proposed COB is, however, subject to Exchange approval. The Company intends to apply to the Exchange for a waiver of the Exchange's sponsorship requirements.

As required by the Exchange, the Company will adopt an investment policy to govern its investment activities. The investment policy will set out, among other things, the investment objectives and strategy based on the fundamental principals set out below.

The final investment policy will be available on the Company's SEDAR profile located at www.sedar.com.

Completion of the Proposed COB and any Initial Investment will be subject to a number of conditions, including, but not limited to, Exchange acceptance and, if applicable, disinterested shareholder approval. Where applicable, the transactions described herein cannot close until the required shareholder approval has been obtained. There can be no assurance that the Proposed COB will be completed as proposed, or at all.

The Company's investment objectives will be:

1. to seek a high rate return on investment opportunities in publicly traded or privately held companies operating in any industry. The Company intends to initially focus on the industrial and real estate sector, but may invest in any other sector; and
2. to preserve capital and to limit the downside risk while achieving a reasonable rate of return by focusing on opportunities with attractive risk to reward profiles.

The Company does not anticipate declaring dividends to shareholders and plans to re-invest any profits to further growth and development of the Company's investment portfolio.

Additionally, the Company will adopt a flexible investment strategy, which will enable it to pursue investment targets without unnecessary limits or restrictions on potential investment returns. The investment sectors will be any industry, although the Company will initially focus on the industrial and real estate sector. Investments may include, without limitation, the acquisition of equity, debt, royalties, income, derivatives or other securities of publicly traded or private company or other entities, and may include the acquisition of all or part of one or more businesses, portfolios or assets which the Company believes will enhance shareholder value over the long term. Potential investments may be undertaken in Canada and in any other jurisdiction outside Canada. Investment size shall be unlimited and may result in the Company holding a control position in a target entity. The Company will actively review all investments on an ongoing basis.

Concurrently with the Proposed COB, the Company may seek to change its name to a name that will better reflect its business activities.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transactions described herein, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

The Exchange has in no way passed upon the merits of the Proposed COB and has neither approved nor disapproved the contents of this news release.

ON BEHALF OF THE BOARD OF DIRECTORS

"Steve Loo"

Steve Loo

Chief Executive Officer and Director

The TSX Venture Exchange has not reviewed and does not accept responsibility for the accuracy or adequacy of this release. Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release does not constitute an offer to sell or solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (The "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to a U.S. person unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Forward-Looking Statements

Certain statements contained in this news release constitute forward-looking statements within the meaning of Canadian securities legislation. All statements included herein, other than statements of historical fact, are forward-looking statements and include, without limitation, statements about the Proposed COB and Proposed Offering. Often, but not always, these forward-looking statements can be identified by the use of words such as "anticipates", "assumes", "believes", "estimates", "forecasts", "goals", "intends", "plans", "potential", "projects", or variations thereof, or statements that certain actions or events, "could", "would", "should", "might", or "will" occur or be achieved and similar expressions including negative variations.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any results, performance or achievements expressed or implied by forward-looking statements. Such uncertainties and factors include, among others, obtaining approval of the Proposed COB and Proposed Offering from the Exchange; changes in general economic conditions and financial markets, the Company not having any financial ability to meet its development and investment goals; risks associated with investments in companies conducting such activities, unanticipated costs and expenses; and such other risks detailed from time to time in the Company's quarterly and annual filings with the securities regulators and available on the Company's SEDAR profile at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.

Forward-looking statements contained herein are based on the assumptions, beliefs expectations and opinions of management, including, but not limited to; expectations regarding whether the Exchange approval of the Proposed COB and Proposed Offering will be obtained; that the Company will identify and acquire suitable investments for the Company; that the Company's stated goals and planned development activities will be achieved; that there will be no material adverse change affecting the Company or its investments; and such other assumptions as set out herein.

Forward-looking statements are made as of the date hereof and the Company disclaims and obligation to update and forward-looking statements, whether as a

result of new information, future events or results or otherwise, except as required by law. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, investors should not place any undue reliance on forward-looking statements.