

**Form 51-102F3**  
**Material Change Report Under**  
**National Instrument 51-102**

**1. Name & Address of Company**

Stockport Exploration Inc.  
Purdy's Wharf Tower II  
1969 Upper Water Street, Suite 2001  
Halifax, Nova Scotia  
B3J 3R7

**2. Date of Material Change**

October 27, 2015

**3. News Release**

A news release with respect to the material change referred to in this report was issued through newswire services on October 27, 2015 and filed on the system for electronic document analysis and retrieval (SEDAR).

**4. Summary of Material Change**

Stockport Exploration Inc. closes a private placement for total gross proceeds of \$200,000 and announces that its common shares are expected to commence trading on the TSX Venture Exchange on or about November 4, 2015.

**5. Full Description of Material Change**

Stockport Exploration Inc. announced that it had closed its previously announced non-brokered private placement consisting of 5,000,000 units priced at \$0.04 per unit, for total gross proceeds of \$200,000. Each unit consists of one common share and one two-year warrant with an exercise price of \$0.06.

Net proceeds of the private placement will be used for operations of the Company's pilot gold recovery circuit at the Company's SPL 214 concession in southwestern Kenya and for working capital purposes.

The private placement is subject to final Toronto Stock Exchange approval. All securities issued pursuant to the private placement are subject to a four-month hold period. A cash finder's fee of 7% is payable on a portion of the financing.

In addition, the Company announced that its common shares are expected to commence trading on the TSX Venture Exchange ("TSX-V") on or about November 4, 2015 under the trading symbol SPT. The common shares of Stockport Exploration Inc. will be delisted from the Toronto Stock Exchange on the day prior to listing on the TSX-V.

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

Not applicable

**7. Omitted Information**

Not applicable

**8. Senior Officer**

Jim Megann  
President & Chief Executive Officer  
Telephone: (902) 442-7192  
Fax: (902) 491-4281

DATED at Halifax, Nova Scotia this 28<sup>th</sup> day of October, 2015.

Stockport Exploration Inc.

By:

(signed) "Jim Megann"  
President & Chief Executive Officer