

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

1. Name and Address of Company

Mainstream Minerals Corporation (the “**Company**”)
365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1

2. Date of Material Change

January 16, 2019

3. News Release

A press release disclosing the material change was released on January 16, 2019 through the facilities of Newsfile Corp.

4. Summary of Material Change

The Company closed its previously announced non-brokered private placement (the “**Offering**”) by issuing 50,000,000 common shares (“**Common Shares**”) at a price of \$0.01 per Common Share for aggregate gross proceeds of \$500,000.

The material change is fully described in the Company’s press release which is attached as Schedule “A” and is incorporated herein.

5. Full Description of Material Change

A full description of the material change is contained under Item 4.

The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”).

(a) a description of the transaction and its material terms:

In connection with the Offering an aggregate of 2,750,000 Common Shares were acquired by insiders of the Company.

(b) the purpose and business reasons for the transaction:

The proceeds of the Offering will be used for working capital purposes.

(c) the anticipated effect of the transaction on the issuer’s business and affairs:

The completion of the Offering will provide the Company with funds to be used for working capital purposes.

(d) a description of:

- (i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:**

Arvin Ramos, a director and officer of the Company, subscribed for an aggregate of 2,750,000 Common Shares in the Offering.

- (ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:**

Following completion of the Offering, Arvin Ramos will own an aggregate of 2,750,000 Common Shares, representing approximately 2.3% of the issued and outstanding Common Shares on a non-diluted basis.

- (e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:**

A resolution of the board of directors was passed in accordance with the *Canada Business Corporations Act* approving the Offering. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

- (f) A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:**

Not applicable.

- (g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:**

- (i) that has been made in the 24 months before the date of the material change report:**

Not applicable.

- (ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:**

Not applicable.

- (h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:**

Other than the subscription agreements to purchase the Common Shares pursuant to the Offering, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Offering. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Offering.

- (i) **disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:**

The Offering constituted a related party transaction within the meaning of MI 61-101 as insiders of the Company subscribed for an aggregate of 2,750,000 Common Shares in the Offering. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by the insider does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

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

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, contact Lisa McCormack, President of the Company at (416) 361-2820.

9. **Date of Report.**

This report is dated at Toronto, this 21st day of January, 2019.

SCHEDULE "A"



MAINSTREAM MINERALS ANNOUNCES CLOSING OF PRIVATE PLACEMENT

TORONTO, ONTARIO – January 16, 2019 – Mainstream Minerals Corporation (the "**Company**") announces that it has closed its previously announced private placement for aggregate gross proceeds of \$500,000 through the issuance of 50,000,000 common shares ("**Common Shares**") of the Company at a price of \$0.01 per Common Share (the "**Offering**").

The transaction constituted a related party transaction within the meaning of Multilateral Instrument 61-101 ("**MI 61-101**") as an insider of the Company subscribed for an aggregate of 2,750,000 Common Shares pursuant to the Offering. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by the insider does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

All Common Shares issued in connection with the Offering are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

For further information, please contact:

Lisa McCormack
President & Chief Executive Officer
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Email: lmccormack@irwinlowy.com

This news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "would", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company's Management's Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.