

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

1. Name and Address of Company

Mainstream Minerals Corporation (the "**Company**")
Suite 401, 217 Queen Street West
Toronto, ON M5V 0R2

2. Date of Material Change

November 18, 2020

3. News Release

A press release disclosing the material change was released on November 20, 2020, through the facilities of Newsfile Corp.

4. Summary of Material Change

The Company announced that it filed articles of amendment in accordance with the *Canada Business Corporations Act* effective November 18, 2020 (the "**Articles of Amendment**").

5. Full Description of Material Change

On November 20, 2020, the Company announced that that it had filed the Articles of Amendment to change the province in which the registered office of the Company is located from Manitoba to Ontario and to create Class A retractable shares and Class B retractable shares of the Company. Shareholders of the Company approved the amendments at its annual and special meeting held on September 21, 2020.

The authorized capital of the Company consists of: (i) an unlimited number of common shares ("**Common Shares**"); (ii) an unlimited number of retractable shares of one class designated as Class A retractable shares ("**Class A Shares**"); and (iii) an unlimited number of retractable shares of one class designated as Class B retractable shares ("**Class B Shares**"). The rights, privileges, restrictions, and conditions of the Common Shares, Class A Shares and Class B Shares are described in the notice and management information circular of the Company dated August 19, 2020 (the "**Circular**").

A copy of the Articles of Amendment and the Circular are available on the Company's issuer profile on SEDAR at www.sedar.com.

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 Jessica Whitton, President and Chief Executive Officer of the Company at (416) 361-1331.

9. **Date of Report**

This report is dated at Toronto, this 23rd day of December, 2020.

Cautionary Statement Regarding Forward-Looking Information

This material change report 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.

