

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

1. **Name and Address of Company**

Veta Resources Inc. (the “Company”)  
365 Bay Street, Suite 400  
Toronto, Ontario M5H 2V1

2. **Date of Material Change**

July 11, 2018

3. **News Release**

A press release disclosing the material change was released on June 12, 2018, through the facilities of Newsfile.

4. **Summary of Material Change**

The Company announce that it has closed its non-brokered private placement by issuing 5,806,731 common shares (“Common Shares”) at a price of \$0.15 per Common Share for gross proceeds of \$871,009 (the “Offering”).

5. **Full Description of Material Change**

A full description of the material change is described in the Company’s press release which is attached as Schedule “A” an incorporated herein.

6. 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, the Company issued 5,806,731 Common Shares at a price of \$0.15 per Common Share for gross proceeds of \$871,009.

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

The Company wanted to improve its financial position as expeditiously as possible and general working capital purposes.

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

The Offering will improve the Company’s financial position and reduce its accrued liabilities.

**(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:**

Irwin Professional Corporation, a company controlled by Chris Irwin, a director of the Company, acquired 66,665 Common Shares of the Company.

Generic Capital Corporation, a company controlled by Albert Contardi, a director of the Company, acquired 166,665 Common Shares of the Company.

Northwest Exploration Co Ltd., a company controlled by Stephen McIntyre, a director of the Company, acquired 135,000 Common Shares of the Company.

Michael C. Corey, a director of the Company, acquired 150,000 Common Shares of the Company.

Brian Jennings, an officer and director of the Company, acquired 150,000 Common Shares of the Company.

**(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, Mr. Irwin will own or control, directly or indirectly, 212,918 Common Shares, representing approximately 1.3% of the issued and outstanding common shares of the Company.

Following completion of the Offering, Mr. Contardi will own or control, directly or indirectly, 166,665 Common Shares, representing approximately 1.0% of the issued and outstanding common shares of the Company.

Following completion of the Offering, Mr. McIntyre will own or control, directly or indirectly, 390,000 Common Shares, representing approximately 2.4% of the issued and outstanding common shares of the Company.

Following completion of the Offering, Mr. Corey will own or control, directly or indirectly, 900,000 Common Shares, representing approximately 5.5% of the issued and outstanding common shares of the Company.

Following completion of the Offering, Mr. Jennings will own or control, directly or indirectly, 1,750,000 Common Shares, representing approximately 10.9% of the issued and outstanding common shares of the Company.

- (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 on June 10, 2018 approving the Offering. No special committee was established in connection with the transaction, Mr. Irwin, Mr. Contardi, Mr. McIntyre, Mr. Corey and Mr. Jennings, have declared their respective interests in the transaction and abstained from voting.

- (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 entered into between the Company with Irwin Professional Corporation, Generic Capital Corporation, Northwest Exploration Co Ltd., Mr. Corey and Mr. Jennings, 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:**

Certain insiders of the Company acquired 668,332 Common Shares in connection with the transaction and their participation constitutes a "related party transaction" as defined in Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special*

*Transactions* (“**MI 61-101**”). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(b) of MI 61-101, as the Common Shares are not listed on a specified market and the fair market value of the participation by insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. A material change report in respect of this related party transaction will be filed by the Company but could not be filed at least 21 days prior to the closing of the Offering due to the fact that the Company wished to close the transaction as soon as practicable to enable it to use the proceeds of the Offering.

**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 Brian Jennings, President and Chief Executive Officer of the Company at (416) 616-4230.

**9. Date of Report**

This report is dated at Toronto, this 12<sup>th</sup> day of July, 2018.

**VETA RESOURCES INC.**

Per: “Brian Jennings” (Signed)  
Brian Jennings  
President and CEO

## SCHEDULE “A”

### VETA RESOURCES INC. CLOSES PRIVATE PLACEMENT OF COMMON SHARES

Toronto, Ontario - July 11, 2018 – Veta Resources Inc. is pleased to announce that it has closed its non-brokered private placement by issuing 5,806,731 common shares (“**Common Shares**”) at a price of \$0.15 per Common Share for gross proceeds of \$871,009 (the “**Offering**”).

The proceeds of the Offering will be used for general working capital purposes. The securities issued pursuant to the Offering are subject to a hold period expiring on November 12, 2018.

Certain eligible persons (the “**Finders**”) were issued 342,539 Common Shares equal to 8% of the proceeds raised from subscribers introduced to the Company by such Finders, and also issued 305,205 broker warrants (the “**Broker Warrants**”) equal to 8% of the securities purchased by such subscribers. Each Broker Warrant entitles the holder thereof to purchase one Common Share for a period of two (2) years from the closing of the Offering at a price of \$0.15 per Common Shares.

Mr. Jennings, President, Chief Financial Officer and a director of the Company, participated in the Offering, purchasing 150,000 Common Shares for total consideration of \$22,500. As a result of this purchase, Mr. Jennings beneficially owns 1,750,000 Common Shares, representing approximately 10.9% of the Company’s issued and outstanding Common Shares. Prior to this purchase, Mr. Jennings beneficially owned 1,600,000 Common Shares, representing approximately 16.1% of the Company’s issued and outstanding Common Shares, prior to the completion of the Offering. The Common Shares were acquired for investment purposes. Mr. Jennings may acquire additional securities either on the open market or through private acquisitions or sell the securities either on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relevant factors. A copy of the early warning report will be available on the Company’s issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com)

Certain insiders of the Company acquired an aggregate of 668,332 Common Shares in connection with the transaction and their participation constitutes a “related party transaction” as defined in Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* (“**MI 61-101**”). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(b) of MI 61-101, as the Common Shares are not listed on a specified market and the fair market value of the participation by insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. A material change report in respect of this related party transaction will be filed by the Company but could not be filed at least 21 days prior to the closing of the Offering due to the fact that the Company wished to close the transaction as soon as practicable to enable it to use the proceeds of the Offering.

#### **About Veta Resources Inc.**

Veta Resources Inc. has optioned two exploration properties located in southern Chile. The projects are referred to as the JOY West and JOY East properties and together represent a land package of approximately 3,450 hectares, or approximately 34.5 km<sup>2</sup>. Veta also has 100%

ownership in three exploration properties which are also located in Southern Chile which represent a land package of approximately 73km<sup>2</sup>. The Company has 16,106,320 shares outstanding, is a reporting issuer under certain provincial security commissions and is not currently traded on an exchange.

For more information, please contact:

Brian Jennings President, CEO and CFO Tel: (416) 616-4230 Email: [bjennings@rogers.com](mailto:bjennings@rogers.com)

Statements in this release that are forward-looking reflect the Company's current views and expectations with respect to its performance, business, and future events. Such statements are subject to various risks and assumptions, some, but not necessarily all, are disclosed elsewhere in the Company's disclosure filings with Canadian securities regulators. Such statements and information contained herein represent management's best judgment as of the date hereof based on the information currently available; however actual results and events may vary significantly. The Company does not assume the obligation to update any forward-looking statement.