

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

ITEM 1 Name and Address of Company:

Canadian Palladium Resources Inc.
302 – 1620 West 8th Avenue
Vancouver, BC V6J 1V4

ITEM 2 Date of Material Change:

January 29, 2020

ITEM 3 News Release:

A news release was distributed via News File and filed via SEDAR on January 29, 2020.

ITEM 4 Summary of Material Change:

Canadian Palladium Resources Inc. has closed the non-brokered private placement previously announced on January 20, 2020.

ITEM 5 Full Description of Material Change:

5.1 – Full Description of Material Change:

Reference is made to the press release attached hereto.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

No material information has been omitted from this material change report on the basis that it is confidential information.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Wayne Tisdale, CEO
Telephone: (604) 639-4472

ITEM 9 Date of Report:

DATED as of February 5, 2020.

CANADIAN PALLADIUM CLOSES NON-BROKERED PRIVATE PLACEMENT

Not for dissemination in the United States or through U.S. newswires

Vancouver, British Columbia, January 29, 2020 – Canadian Palladium Resources Inc. (formerly 21C Metals Inc.) (the "Company") (CSE: BULL) (OTCQB: DCNNF) (FSE: DCR1) has closed the non-brokered private placement previously announced on January 20, 2020. The private placement raised gross proceeds of \$4,000,403 through the issuance of 33,336,698 units (each, a "Unit") at a price of \$0.12 per share. Each Unit consists of one common share and one common share purchase warrant exercisable at a price of \$0.18 for a period of 12 months from the date of grant.

Mr. Eric Sprott, through 2176423 Ontario Ltd., a corporation which is beneficially owned by him, acquired 12,500,000 Units for a total consideration of \$1,500,000. Following the completion of the private placement, Mr. Sprott beneficially owns and controls 12,500,000 Common Shares and 12,500,000 Warrants of the Company representing approximately 12.6% of the issued and outstanding Common Shares of the Company on a non-diluted basis and approximately 22.2% of the issued and outstanding Common Shares on a partially diluted basis. Prior to the Financing, Mr. Sprott did not beneficially own or control any shares of the Company.

The Units were acquired by Sprott for investment purposes. Mr. Sprott has a long-term view of the investment and may acquire additional securities of Canadian Palladium including on the open market or through private acquisitions or sell securities of Canadian Palladium including 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 Sprott's early warning report will appear on Canadian Palladium profile on SEDAR and may also be obtained by calling Mr. Sprott's office at (416) 945-3294 (200 Bay Street, Suite 2600, Royal Bank Plaza, South Tower, Toronto, Ontario M5J 2J2).

The Company has issued 1,314,099 finder's units (the "Finder's Units"), 230,042 finder's warrants (the "Finder's Warrants") and issued \$27,605 in cash as finder's fees to eligible agents who arranged for subscriptions of Units under the private placement. Each Finder's Unit consists of one common share and one Finder's Warrant. Each Finder's Warrant entitles the holder thereof to purchase one additional common share at a price of \$0.18 for a period of 12 months from the date of issuance.

The Company intends to use the proceeds of the financing to advance its East Bull palladium project and for general working capital.

All of the securities issued under the private placement are subject to a four-month resale restriction and may not be traded until May 29, 2020.

For additional information please contact:

Canadian Palladium Resources Inc.

Wayne Tisdale, President and CEO

T: (604) 639-4472

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.