

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

**Item 1. Name and Address of Company**

APPIA ENERGY CORP. (the “Company” or “Appia”)  
500-2 Toronto St.  
Toronto, ON M5C 2B6

**Item 2. Date of Material Change**

The material change took place on December 30, 2016.

**Item 3. News Release**

The News Release as filed on SEDAR was disseminated on January 3, 2017 through Marketwired.

**Item 4. Summary of Material Change**

Appia announced that, further to its news release of December 29, 2016, the Company closed its non-brokered private placement (the “**Offering**”) with the sale of 1,301,000 flow-through shares (“**FT Shares**”) at \$0.18 per FT Share for proceeds of \$234,180. The Company intends to use the proceeds from the Offering for exploration and drilling on its Loranger Property in Saskatchewan.

The Company paid cash finder’s fees of \$18,014.40 and issued 100,080 broker warrants. Each broker warrant entitles the holder to acquire a common share of Appia at \$0.18 until December 30, 2018.

All securities issued pursuant to the above referenced Offering are subject to a hold period expiring on May 1, 2017.

**Item 5. Full Description of Material Change**

Thomas Skimming, a director of the Company, subscribed for 50,000 FT Shares. The insider private placement is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 (“MI 61-101”) by virtue of the exemptions contained in section 5.5(a) and 5.7(1)(a) of MI 61-101 in that the fair market value of the consideration for the securities of the Company issued to the insider does not exceed 25% of its market capitalization. The insider private placement was approved by the disinterested directors of Appia.

The following table indicates the FT Shares purchased by Insider, the post-closing direct and indirect holdings in the Company held and the percentage the holding represents in the post-closing outstanding shares:

Name	# of Listed Shares Purchased	Post-closing Direct & Indirect Holdings in the Issuer	% of Post-Closing Outstanding Listed Shares <sup>(1)</sup>
Thomas Skimming	50,000 FT Shares	50,000 common shares	0.11%

(1) Based upon outstanding capital of 45,092,078 after giving effect to the issuance of shares under the Offering.

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

Confidentiality is not requested.

**Item 7. Omitted Information**

No information has been omitted in respect of the material change.

**Item 8. Executive Officer**

Tom Drivas, President & CEO  
(416) 546-2707  
email: appia@appiaenergy.ca

**Item 9. Date of Report**

January 9, 2017

