

**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 January 16, 2019.

Item 3. News Release

The News Release as filed on SEDAR was disseminated on January 15, 2019 through Newsfile Corp.

Item 4. Summary of Material Change

Appia announced on January 15, 2019 that it would be closing the final tranche of a non-brokered private placement of up to 4,000,000 working capital units ("**WC Units**") on January 16, 2019 (the "**Final Closing**") with the sale of 1,884,121 WC Units for gross proceeds of \$452,189.

One insider of the Company subscribed for 25,000 WC Units under the Final Closing.

Item 5. Full Description of Material Change

Appia placed 2,189,500 flow-through units (the "**FT Units**") for \$602,112.50 and 1,425,000 WC Units on December 31, 2018 (the "**First Closing**"). The Company placed a total of 3,309,121 WC Units for aggregate gross proceeds of \$794,189 and raised an aggregate of \$1,396,301.50 pursuant to the offering originally announced on December 31, 2018 (the "**Offering**").

Cash finder's fees totaling \$60,169 and 175,160 broker warrants exercisable at \$0.275 until December 31, 2019 were to be paid to eligible finders in relation to the First Closing.

The Company paid a further cash finder's fee of \$32,000 and issued 133,333 broker warrants exercisable at \$0.24 until January 16, 2020 to an eligible finder in relation to the Final Closing.

Each FT Unit was priced at \$0.275 and consisted of one (1) common share and one-half (0.5) of a share purchase warrant. Each full warrant ("**Warrant**") entitles the holder to purchase one (1) common share (a "Warrant Share") at a price of \$0.40 per Warrant Share until December 31, 2019.

Each WC Unit was priced at \$0.24 and consisted of one (1) common share and one (1) common share purchase warrant ("**WC Warrant**"). Each WC Warrant entitles the holder to purchase one (1) common share (a "**WC Warrant Share**") at a price of \$0.35 per WC Warrant Share until December 31, 2020 for the First

Closing and January 16, 2021 for the Final Closing.

All securities issued pursuant to the Offering are subject to a hold period expiring on May 1, 2019 for the First Closing and May 17, 2019 for the Final Closing.

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 contain 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 insiders did not exceed 25% of its market capitalization. The insider private placement was approved by the disinterested directors of the Company.

The following table indicates the WC Units purchased by the 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⁽¹⁾
James Sykes	25,000 WC Units	25,000 common shares 25,000 warrants 750,000 options	1.24%

(1) Calculated based on partially-diluted outstanding capital for the holder including Warrants issued on this transaction to the holder assuming the exercise of all warrants and options held by such holder. Based upon outstanding capital of 63,998,468 after giving effect to the placement of the Offering and before giving effect to the partial dilution calculations.

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 17, 2019