

**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 16, 2019.

Item 3. News Release

The News Release as filed on SEDAR was disseminated on December 12, 2019 through Newsfile Corp.

Item 4. Summary of Material Change

Appia announced on December 12, 2019 that it would be closing a non-brokered private placement of 5,087,500 flow-through units (the "**FT Units**") for \$814,000 and 43,500 working capital units (the "**WC Units**") for \$6,525 for aggregate proceeds of \$820,525 (the "**Offering**") on December 16, 2019. The Offering closed on December 16, 2019.

Cash finder's fees totalling \$8,050 were paid to eligible finders and 322,467 common shares and 251,876 FT broker warrants were issued in relation to this Offering.

All securities issued pursuant to the Offering are subject to a hold period expiring on April 17, 2020.

Item 5. Full Description of Material Change

Each FT Unit is priced at \$0.16 and consists 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 \$0.25 per Warrant Share until December 16, 2020. Each WC Unit is priced at \$0.15 and consists 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 \$0.25 per WC Warrant Share until December 16, 2020.

An insider of the Company subscribed for 50,000 FT Units in this Offering. 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 insider 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 FT 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⁾
Frank van de Water, Director, CFO and Secretary	50,000 FT Units	283,000 common shares 50,000 warrants 400,000 options	1.02%

(1) Calculated based on partially-diluted outstanding capital for the holder including Warrants issued on this transaction to the holder and assuming the exercise of all warrants and options held by such holder. Based upon outstanding capital of 70,765,935 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

December 23, 2019