

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102**

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

FILED VIA SEDAR

Item 1. Name and Address of Company

CNRP Mining Inc. (the "Company")
4168 Finch Avenue East, Suite 308
Toronto, Ontario M1S 5H6

Item 2. Date of Material Change

A material change took place on February 17, 2017

Item 3. News Release

On February 17, 2017 a news release was released through the facilities of FSC Wire.

Item 4. Summary of Material Change

The Company announced that its CEO had signed a Letter of Intent ("LOI") to sell the majority of his shareholdings in the Company, and the Company appointed new directors and officers.

Item 5. Full Description of Material Change

Daniel Wettreich a director and CEO of CNRP, has closed the previously announced sale of the majority of his shareholdings in CNRP.

At closing Ken Ralfs and a number of independent investors (collectively "Purchasers"), acquired from Sammiri Capital Inc, a private company owned by Daniel Wettreich, ("Wettreich") the total amount of 8,430,000 common shares (the "Shares") of CNRP representing 60% of the issued and outstanding share capital of CNRP, for the payment of CAD\$100,000 at a deemed price of CAD\$0.0119 per share. Further, Purchasers' entered into a loan agreement with CNRP ("Loan Agreement"), in the amount of CAD\$150,000 which amount will be used to repay the outstanding payables and indebtedness of CNRP. In addition, Purchasers acquired from Wettreich certain CNRP indebtedness due Wettreich, for the payment of \$125,000.

CNRP has appointed Randy Clifford a director and CEO, Eugene Beukman a director, and Nishal Kumar a director. Daniel Wettreich has retired as a director and CEO, Mark Wettreich has retired as a director and Corporate Secretary, and Peter Wanner, Paul Cullingham and David Lonsdale have retired as directors.

The material change is more fully described in the Company's news release which is attached hereto as Schedule "A" and is incorporated herein.

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

The report is not being filed on a confidential basis in reliance on section 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No significant information has been omitted from this Material Change Report.

Item 8. Executive Officer

For further information, contact Randy Clifford, 604-566-9233

Item 9. Date of Report

This report is dated at Toronto this 17th February, 2017

CNRP MINING INC.

/s/ Randy Clifford

Per: _____
Randy Clifford, CEO

SCHEDULE A

This news release is not for distribution or dissemination in the United States of America

CNRP MINING INC.

4168 Finch Avenue East, Suite 308, Toronto, Ontario, M1S 5H6 Phone: (416) 628 9879

CNRP CEO CLOSES SALE OF SHARES AND NEW DIRECTORS AND OFFICERS APPOINTED

Toronto, Ontario, February 17, 2017 – CNRP Mining Inc (CSE: CND) (“CNRP” or “the Company”) announces that, Daniel Wettreich a director and CEO of CNRP, has closed the previously announced sale of the majority of his shareholdings in CNRP.

At closing Ken Ralfs and a number of independent investors (collectively “Purchasers”), acquired from Sammiri Capital Inc, a private company owned by Daniel Wettreich, (“Wettreich”) the total amount of 8,430,000 common shares (the “Shares”) of CNRP representing 60% of the issued and outstanding share capital of CNRP, for the payment of CAD\$100,000 at a deemed price of CAD\$0.0119 per share. Further, Purchasers’ entered into a loan agreement with CNRP (“Loan Agreement”), in the amount of CAD\$150,000 which amount will be used to repay the outstanding payables and indebtedness of CNRP. In addition, Purchasers acquired from Wettreich certain CNRP indebtedness due Wettreich, for the payment of \$125,000.

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About CNRP Mining

CNRP is a Toronto based mineral company which owns 100% of the Elmtree Gold Project in New Brunswick, Canada. For more information please see www.CNRPmining.com or contact Randy Clifford at 604.566.9233

Forward-Looking Information: This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business and trading in the common stock of CNRP Mining Inc. The forward-looking information is based on certain key expectations and assumptions made by the company’s management. Although the company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the company can give no assurance that they will prove to be correct. These forward-looking statements are made as of the date of this press release and the company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

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