

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

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

CNRP Mining Inc. (the “Company”)  
422 Richards St, Suite 170  
Vancouver, BC V6B 2Z4

**Item 2. Date of Material Change**

July 14, 2017.

**Item 3. News Release**

News Release dated July 14, 2017 was disseminated via Marketwired and filed on SEDAR on July 14, 2017.

**Item 4. Summary of Material Change**

The Company has closed the non-brokered private placement of common shares and has raised gross proceeds of \$600,000.

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

**5.1 Full Description of Material Change**

The Company announced that it has closed its previously announced (see press release dated July 4, 2017) non-brokered private placement offering (the “Offering”). In connection with the Offering, the Company issued 3,000,000 shares at a price of \$0.20 per share for gross proceeds of \$600,000.

All securities issued in connection with the Offering are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation expiring on November 15, 2017. The net proceeds from the Offering will be used for general corporate purposes and to evaluate business opportunities outside the resource sector.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Randy Clifford, Director  
Telephone: 780 466-6006

**Item 9. Date of Report**

DATED at Vancouver, BC, this 18<sup>th</sup> day of July, 2017.