

**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**

September 26, 2017.

**Item 3. News Release**

News Release dated September 26, 2017 was disseminated via Stockwatch and Nasdaq news service and filed on SEDAR on September 26, 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 \$3,000,000. The Company has also amended the terms of its non-brokered private placements previously closed on June 13 and July 14, 2017.

**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 releases dated July 21, 2017 and August 22, 2017) non-brokered private placement offering (the “**Offering**”). In connection with the Offering, the Company issued 10,000,000 common shares in the capital of the Company (a “**Share**”) at a price of \$0.30 per Share for gross proceeds of \$3,000,000.

In connection with the Offering, the Company has paid eligible finders a cash commission in the aggregate amount of \$86,631.96 being 8% of the gross proceeds from the sale of Shares to purchasers introduced by the finders, as well as issued an aggregate of 288,773 finders’ warrants (“**Finders’ Warrants**”), which is equal to 8% of the number of Shares sold to purchasers introduced by the finders. Each Finders’ Warrant entitles the finder to acquire a Share at an exercise price of \$0.40 per Share until September 26, 2018.

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 January 27, 2017. The net proceeds from the Offering are

expected to be used to fund the Company's acquisition of X-Sprays (see press release dated August 22, 2017) and for general corporate purposes.

Additionally, the Company reports that the terms of its previously closed non-brokered private placements have been amended.

Specifically, on June 13, 2017, the Company completed a non-brokered private placement of units ("Units") at a price of \$0.115 per Unit for gross proceeds of \$1,036,437.50. Each Unit was comprised of one Share and three-quarters of one transferable common share purchase warrant (each whole warrant, a "Warrant"), with each Warrant exercisable into one additional Share at a price of \$0.15 until June 13, 2018. An aggregate of 9,012,500 Shares and 6,759,375 Warrants were issued in connection with this offering. The price per Unit has been voluntarily adjusted by the subscribers from \$0.115 to \$0.30 ("Adjusted Unit") and each warrant will be exercisable at a price of \$0.30 per Share rather than \$0.15 ("Adjusted Warrant"). In addition, some securities issued in connection with this offering have been cancelled. In total, the Company issued 3,731,950 Adjusted Units at a price of \$0.30 per Adjusted Unit for gross proceeds of \$1,119,585. An aggregate of 3,731,950 Shares and 2,798,955 Adjusted Warrants were issued.

In addition, On July 14, 2017, the Company completed a non-brokered private placement of Shares at a price of \$0.20 per Share for gross proceeds of \$600,000. An aggregate of 3,000,000 Shares were issued in connection with this offering. The price per Share has been voluntarily adjusted by the subscribers from \$0.20 per Share to \$0.30 per Share. In addition, some securities issued in connection with this offering have been cancelled. In total, the Company issued 1,683,329 Shares at a price of \$0.30 per Share for gross proceeds of \$504,998.70.

## **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 27<sup>th</sup> day of September, 2017.