

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**  
**& NOTICE OF CHANGE IN CORPORATE STRUCTURE**

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

Brigade Resource Corp. (“the **Issuer**”)  
3403 – 1101 West Cordova Street  
Vancouver, BC V6C 0B2

**Item 2: Date of Material Change**

July 6, 2015

**Item 3: News Release**

A news release was issued and disseminated on July 6, 2015 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

**Item 4: Summary of Material Change**

On July 6, 2015, the Issuer completed a statutory arrangement under a plan of arrangement (the “**Arrangement**”) with Voltaire Corporate Services Corp. (“**Pubco**”) and Brigadier Exploration Corp. (“**Brigadier**”). As a result of completing the Arrangement, the Issuer became a reporting issuer in Alberta and British Columbia.

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

5.1 Summary of the Arrangement and Corporate Information

On November 20, 2014, the Issuer entered into an arrangement agreement including the Arrangement (“**Arrangement Agreement**”) with Pubco and Brigadier.

On December 22, 2014, completion of the Arrangement was approved by the shareholders of Brigadier and on January 5, 2015, the Supreme Court of British Columbia, in accordance with Part 9 of the *Business Corporations Act* (British Columbia).

Pursuant to the Arrangement Agreement, the following principal steps occurred and were deemed to occur in the following order to complete the Arrangement:

- Brigadier acquired all issued and outstanding common shares of the Issuer from Pubco (the “**Purchase Shares**”) for consideration of \$12,000;
- the Issuer acquired all the issued and outstanding shares of Brigadier from all the shareholders of Brigadier through a 1-for-1 share exchange;
- Pubco issued 1,000 common shares to the Issuer (the “**Pubco Exchange Shares**”) and, in turn, the Issuer issued a net of 400,000 common shares to Pubco (the “**Issuer Distribution Shares**”);
- The Issuer Distribution Shares were distributed to the shareholders of Pubco as of the record date of January 5, 2015, on a pro-rated basis according to their shareholdings; and

- the Purchase Shares were then cancelled.

The CUSIP number for the Issuer's common shares is **10901T105**

The Issuer was incorporated on October 9, 2014 and its fiscal year end is March 31. As a result of completing the Arrangement, the Issuer has one wholly-owned subsidiary: Brigadier which was incorporated on August 13, 2014.

**5.2 Disclosure for Restructuring Transactions**

Pursuant to section 4.9 of National Instrument 51-102, we provide the following additional information:

***Name of each party, if any, that ceased to be a reporting issuer subsequent to the Transaction and of each continuing entity:***

No party ceased to be a reporting issuer. The name of each continuing entity is:

- Brigade Resource Corp. (the Issuer and a reporting issuer);
- Voltaire Corporate Services Corp. (a reporting issuer); and
- Brigadier Exploration Corp. (a private company and a wholly-owned subsidiary of the Issuer on completion of the Arrangement). Note: Brigadier did not become a reporting issuer under the Arrangement, as the Issuer's share exchange with Pubco occurred after the share exchange with Brigadier.

***Date of the Reporting Issuer's first financial year end subsequent to the Transaction:***

March 31, 2016

***The periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the Transaction:***

<b>Financial Statement Period</b>	<b>Filing Due Date</b>	<b>Comparatives</b>
Interim financial statements for the first quarter ended June 30, 2015	August 31, 2015	n/a
Interim financial statements for the second quarter ended Sept 30, 2015	November 30, 2015	n/a
Interim financial statements for the third quarter ended Dec 31, 2015	February 29, 2016	n/a
Annual financial statements for the year ended March 31, 2016	June 29, 2016	n/a

**Documents Filed under National Instrument 51-102 describing the Transaction and Filing Location of Same:**

<b>Documents</b>	<b>Location of Filing</b>
Certificate of Incorporation of the Issuer	SEDAR profile of the Issuer
Articles of Incorporation of the Issuer	SEDAR profile of the Issuer
Notice of Articles of the Issuer	SEDAR profile of the Issuer
Audited Financial Statements and MD&A of the Issuer for from the period of incorporation on October 9, 2015 to March 31, 2015	SEDAR profile of the Issuer
Audited Financial Statements and MD&A of Brigadier for the period from its incorporation on August 13, 2014 to March 31, 2015	SEDAR profile of the Issuer
Audit Committee Charter of the Issuer	SEDAR profile of the Issuer
Arrangement Agreement dated April 14, 2015	SEDAR profile of the Issuer
Information Statement of Brigadier dated December 10, 2014	SEDAR profile of the Issuer
Final Order of the Supreme Court of British Columbia granted January 5, 2015	SEDAR profile of the Issuer
Property option agreements between Brigadier and PUBCO each dated April 15, 2015	SEDAR profile of the Issuer
Incentive Stock Option Plan of the Issuer	SEDAR profile of the Issuer
Option agreements between the Issuer and various directors and NEO's	SEDAR profile of the Issuer
Stock Restriction Agreements between the Issuer and various investors	SEDAR profile of the Issuer
News release dated July 6, 2015 (attached as Schedule A)	SEDAR profile of the Issuer
This Material Change Report and Notice of Change in Corporate Structure	SEDAR profile of the Issuer

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

Not applicable

**Item 7: Omitted Information**

None

**Item 8: Executive Officer**

Karl Antonius, President, CEO and Director  
604.218.9434 or karl@antoniuscapital.com

**Item 9: Date of Report**

July 6, 2015

Schedule "A"

**VOLTAIRE SERVICES CORP.**  
Suite 3403, 1011 West Cordova Street,  
Vancouver, BC V6C 0B2



**VOLTAIRE SERVICES CORP. CLOSES A PLAN OF ARRANGEMENT WITH  
BRIGADE RESOURCE CORP. & BRIGADIER EXPLORATION CORP.**

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**Vancouver, B.C. – (July 6, 2015) Voltaire Services Corp. (“Voltaire”)** and **Brigade Resource Corp. (“Brigade”)** are pleased to announce that on July 6, 2015 a statutory plan of arrangement (the **“Arrangement”**) was completed among Voltaire, Brigade, and Brigadier Exploration Corp. (**“Brigadier”**). As a result of completing the Arrangement, Brigade became a reporting issuer in Alberta and British Columbia, and Brigadier became a wholly-owned subsidiary of Brigade.

On November 20, 2014, Voltaire, Brigade and Brigadier entered into an Arrangement Agreement and Plan of Arrangement (the **“Arrangement Agreement”**).

Completion of the Arrangement as set forth in the Arrangement Agreement was approved at a special meeting of the shareholders of Brigadier on December 22, 2014, and a final order approving the arrangement was granted by the Supreme Court of British Columbia on January 5, 2015 in accordance with Part 9 of the *Business Corporations Act* (British Columbia).

Pursuant to the Arrangement, the following principal steps were completed on July 6, 2015:

- (1) Brigadier purchased all of the issued and outstanding common shares of Brigade from Voltaire;
- (2) Brigade acquired 25,070,000 common shares of Brigadier, being all of the issued and outstanding share capital, from all the shareholders of Brigadier through a one-for-one share exchange; and
- (3) Voltaire issued 1,000 common shares to Brigade and Brigade issued 400,000 common shares to Voltaire. The 400,000 common shares were then distributed to the Voltaire shareholders holding shares as of the record date on a pro rata basis.

Upon the Arrangement becoming effective on July 6, 2015, Brigade became a reporting issuer in the jurisdictions of Alberta and British Columbia, and as of the closing of the Arrangement has issued a total of 25,070,000 common shares.

The CUSIP for the common shares of Brigade is 10901T105.

Brigade was incorporated on October 9, 2014 and its fiscal year end is March 31. As a result of completing the Arrangement, Brigadier became a wholly-owned subsidiary of Brigade which was incorporated on August 13, 2014.

### **About Voltaire**

Voltaire Corporate Services is a business development consulting company that provides professional services to new and emerging businesses, including accounting, corporate secretarial, corporate finance and other services to assist companies in raising capital and going public. It also advises companies on corporate structure and business development, including finding and advising on opportunities in mergers and acquisitions. In addition, Voltaire carries out mineral exploration and intends to add to its property portfolio.

### **For further information on Voltaire please contact:**

Karl Antonius  
President and Chief Executive Officer  
Telephone: +1.604.218.9434  
Email: karl@antoniuscapital.com

### **About Brigade**

Brigade Resources Corp is in the business of exploring for and evaluating economically viable mineral resource deposits.

### **For further information on Brigade Resource Corp., please contact:**

Karl Antonius  
President and Chief Executive Officer  
Telephone: +1.604.218.9434  
Email: karl@antoniuscapital.com

### **Forward-Looking Information:**

This press release may include forward-looking information within the meaning of Canadian securities legislation. The forward-looking information is based on certain key expectations and assumptions made by the management of Voltaire and Brigade. Although the companies believe 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 companies cannot provide any assurance that it will prove to be correct. These forward-looking statements are made as of the date of this press release and the companies disclaim 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.