

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

1. Name and Address of Issuer

Brigade Resource Corp. (the "Issuer")
1211 Melville Street, Suite 2502
Vancouver, British Columbia
V6E 0A7

2. Date of Material Change

December 16, 2016.

3. News Release

The news release dated December 19, 2016 was disseminated via Newsfile Corp.

4. Summary of Material Change

The Issuer announced that it has closed a non-brokered private placement (the "Private Placement") of 2,238,400 Units (as described below) for aggregate gross proceeds of \$223,840.

5. Full Description of Material Change

Effective December 16, 2016, the Issuer announced that that it has closed a Private Placement of 2,238,400 Units for aggregate gross proceeds of \$223,840. The proceeds realized from the Private Placement will be used for general corporate and working capital purposes.

Each Unit was sold at a price of \$0.10 per Unit and consists of one common share in the capital of the Company (each a "Common Share") and one non-transferable common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder thereof to acquire one common share in the capital of the Company at \$0.10 per share for a period of 12 months from the closing of the Private Placement and thereafter at \$0.20 per share for the following 12 months until 24 months from the closing of the Private Placement.

All securities issued pursuant to the Private Placement are subject to a hold period of four months and one day in Canada expiring on April 17, 2016. The Company paid a finder's fee to certain persons equal to 8% of the gross proceeds raised in the Private Placement from subscribers introduced to the Company by such persons, which fees were paid in Units.

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

Not applicable.

7. Omitted Information

No information has been intentionally omitted from this form on the basis that it is confidential.

8. Executive Officer

The name and business number of the executive officer of the Issuer who is knowledgeable about the material change and this Report is:

Glenn Little
Chief Executive Officer

Telephone: (778) 379-3023

9. Date of Report

December 20, 2016.