

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

ITEM 1 Name and Address of Company

Monterey Minerals Inc. (the “Corporation”)
890 – 1140 West Pender Street
Vancouver, BC V6E 2R9

ITEM 2 Date of Material Change

The material change occurred on August 22, 2019.

ITEM 3 News Release

A news release was issued and disseminated through the facilities of Globe on August 22, 2019, and filed on SEDAR (www.sedar.com). A copy of this news release is attached hereto as Schedule “A”.

ITEM 4 Summary of Material Change

On August 22, 2019, the Corporation announced that it upsized the non-flow through portion of its non-brokered private placement from its previously announced \$300,000 to \$500,000. The Corporation also announced that it closed the first tranche of its non-brokered private placement (the “**Private Placement**”) totaling \$407,380 of non-flow through units and \$100,000 of flow-through units for gross proceeds of \$507,380. The Corporation also paid cash finder’s fees in connection with the Private Placement equal to 7% of the gross proceeds totaling \$17,850 in the first closing. The first tranche closing consisted of flow-through units (“**FT Unit**”) and non-flow through units (“**NFT Unit**”) each priced at \$0.05 per unit. Each FT Unit consists of one (1) common share which is designed as a “flow-through” share for Canadian income tax purposes and one-quarter (1/4) of a common share purchase warrant. Each full common share purchase warrant will entitle the holder to purchase one (1) additional common share at a price of \$0.10 until February 21, 2021. Each NFT Unit consists of one (1) common share and one-quarter (1/4) of a common share purchase warrant. Each full common share purchase warrant will entitle the holder to purchase one (1) additional common share at a price of \$0.10 until February 21, 2021.

ITEM 5 Full Description of Material Change

Please refer to Schedule “A”.

ITEM 6 Reliance on Section 7.1(2) of National Instrument 51-102 of the Act

N/A

ITEM 7 Omitted Information

N/A

ITEM 8 Executive Officer

The name and business number of an executive officer of the Corporation who is knowledgeable about the material change and this report is:

James Macintosh, President, & Chief Executive Officer
Tel: 416-862-7003

ITEM 9 Date of Report

August 29, 2019.

Schedule “A”

Monterey Minerals Upsizes its Previously Announced Non-Brokered Private Placement and Closes First Tranche

Not For Dissemination in the United States Of America

TORONTO, Aug. 22, 2019 -- **Monterey Minerals Inc.** (the “**Company**” or “**Monterey**”) (CSE: MREY, FSE: 2DK) announces that it has upsized its non-flow-through private placement (the “**Financing**”) from previously announced \$300,000 to \$500,000. The Company also announced the closing of a first tranche totaling \$407,380 of non-flow-through units and the full \$100,000 of flow-through units.

The first tranche closing consisted of flow-through units (“**FT Unit**”) and non-flow-through units (“**NFT Unit**”) both priced at \$0.05 per unit.

Each FT Unit consists of one (1) common share which is designed as a “flow-through” share for Canadian income tax purposes and one-quarter (1/4) of a common share purchase warrant. Each full common share purchase warrant will entitle the holder to purchase one (1) additional common share at a price of \$0.10 until February 21, 2021.

Each NFT Unit consists of one (1) common share and one-quarter (1/4) of a common share purchase warrant. Each full common share purchase warrant will entitle the holder to purchase one (1) additional common share at a price of \$0.10 until February 21, 2021.

The Company paid cash finder’s fees equal to 7% of the gross proceeds totalling \$17,850 in the first closing.

The net proceeds will be used for funding an exploration program at the Pilbara Gold Properties in Western Australia and base line exploration at Cobalt Mountain in British Columbia as well as general working capital.

This financing is subject to regulatory approval and all securities issued are subject to a four-month hold period under applicable Canadian securities laws.

About Monterey Minerals Inc.

Monterey Minerals is a mineral exploration company focused on its prospective 992 sq. km. Pilbara Basin tenement portfolio on the eastern flank of the Pilbara Basin in Western Australia, including a property that abuts Pacton Gold’s tenement where gold-bearing conglomerates were identified. The Company also owns the Cobalt Mountain Project (the “**Project**”), near Smithers, BC. The Company’s NI 43-101, on SEDAR, notes historic sampling at the Project that returned mineralized showings of gold, silver, copper, zinc and cobalt.

For more information, contact investor relations at info@montereyminerals.com

On Behalf of the Board of Directors,

James Macintosh, President and CEO

Neither the Canadian Securities Exchange nor its regulation services provider has reviewed or accepted responsibility for the adequacy or accuracy of this press release

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of the Company. Forward-looking information is based on certain key expectations and assumptions made by the management of the Company. Although the Company believes that the expectations and assumptions on which such forward-looking information is based on 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. Forward-looking statements contained in this press release are made as of the date of this press release. 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.