

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

1040442 BC Ltd. (the “Company”)  
Suite 1128– 789 West Pender Street  
Vancouver, BC V6C 1H2

**Item 2 Date of Material Change**

July 21, 2017

**Item 3 News Release**

The news release was disseminated on July 21, 2017 by way of the facilities of Marketwired. Copies were also filed on SEDAR with the applicable securities commissions.

**Item 4 Summary of Material Change**

The Company announced resignation and appointments to the Board of Directors.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that Mr. Brent Hahn has been appointed as President, Chief Executive Officer and Director of the Company. Since 1979 Mr. Hahn has been an entrepreneur building businesses from the ground up. He has built and sold a number of successful businesses. Mr. Hahn has been involved in the development of several mining and exploration projects and has taken a number of BCIT Mining and Minerals Exploration extension programs. Mr. Hahn has served as a Director and Officer of Axxent Media (AXXT), Signal Exploration (SNL) and is currently serving on Remington Resources (RGM) all publicly traded companies.

Mr. Barry Hartley has been appointed as Chief Financial Officer and Director of the Company. Mr. Hartley is a partner with Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants, and specializes in the audit of public venture companies.

Mr. Jesse Hahn has been appointed as Corporate Secretary and Director of the Company. Mr. J. Hahn holds a BSc in Environmental Science with a focus on Environmental Economics & Policy. Jesse brings over a decade of experience in agrology, waste management, reclamation and business development in emerging technology industries. He has been an Agrologist in Training in good standing with the Alberta Institute of Agrologists for 5 years and his full designation is currently pending.

Mr. Eugene Beukman has resigned as a Director, President, CEO and Corporate Secretary of the Company. Mr. Theo van der Linde has resigned as Director and CFO of the Company.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

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

Barry Hartley  
Chief Financial Officer and Director

Business Telephone: 604-687-2038

**Item 9 Date of Report**

July 21, 2017