

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

- 1. Name and Address of Company**  
Legion Metals Corp.  
600 – 1090 West Georgia Street  
Vancouver, British Columbia, V6E 3V7
- 2. Date of Material Change**  
January 8, 2018
- 3. News Release**  
The news release announcing the material change was disseminated on January 9, 2018, through Accesswire. The news release was also filed with the British Columbia, Alberta and Ontario Securities Commissions on SEDAR.
- 4. Summary of Material Change**  
Legion Metals Corp. executed an asset purchase agreement to acquire two crypto-currency mining computers, or “rigs”, and to add an additional ten rigs over the next several weeks. Crypto-currency rigs verify code for crypto-currency-based transactions on different blockchains and receive newly minted crypto-currencies as payment.
- 5.1 Full Description of Material Change**  
See attached news release.
- 5.2 Disclosure for Restructuring Transactions**  
N/A
- 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 material change report.
- 8. Executive Officer**  
Peter Smith, CEO  
778.999.7030
- 9. Date of Report**  
January 16, 2018

## **LEGION METALS CORP. ADDS CRYPTO-CURRENCY MINING RIGS**

**Vancouver, B.C. – January 9, 2018 – Legion Metals Corp.** (“Legion” or the “Company”) (CSE: **LEGN**) is pleased to announce that it has executed an asset purchase agreement to acquire two crypto-currency mining computers, or “rigs”, and to add an additional ten rigs over the next several weeks. Crypto-currency rigs verify code for crypto-currency-based transactions on different blockchains and receive newly minted crypto-currencies as payment.

Under the agreement, Legion immediately acquires two fully operational crypto-currency mining rigs. Moreover, the sellers have also agreed to source additional components and construct ten additional rigs, all expected to be operational by February 2018. At current crypto-currency values, once they are operational the twelve rigs owned by Legion are expected to immediately generate positive cash flow for the Company.

As consideration under the agreement, the sellers will receive an aggregate of 1,000,000 Legion common shares, issued at \$0.0825 per share for an aggregate value of \$82,500, and 400,000 stock options, each exercisable at \$0.11 and having an expiry date five years from the date of issue. The shares will be held in escrow and will be released, and the options will vest, once the twelve rigs are constructed and have been operating for 30 days.

The rigs will be housed in a facility near Vancouver operated by the sellers, for which the Company will pay the sellers no more than \$1,000 per month. The sellers will provide all required, necessary or advisable support and maintenance for the rigs, for which the sellers will collectively receive 25% of the net crypto-mining proceeds from the rigs.

This investment by Legion into crypto-currency mining does not constitute a change of business for the Company. Legion still holds a 100% interest in the Millen Mountain gold property and maintains an option agreement with Probe Metals Inc. (“Probe”) under which Probe has an exclusive, irrevocable right and option to acquire up to a 50% interest in the Millen Mountain property by incurring exploration expenditures of \$250,000 by October 10th, 2018, and a further 25% interest (for an aggregate 75% interest) by incurring an additional \$250,000 in exploration expenditures by October of 2019. Probe has already conducted in excess of \$100,000 in exploration on the Millen Mountain property, and is expected to conduct further exploration in the coming summer exploration season. In the meantime, the Legion board of directors has determined that this opportunity to invest a portion of its available capital into crypto-mining is in the best interests of the Company.

Peter Smith, the Company’s President and CEO, commented, “the sellers, Austin Spencer and Aaron Smith-Hayes, are longtime friends of mine and another board member, and we are very fortunate that this relationship has provided Legion with this opportunity to invest in the crypto-currency mining space. Austin and Aaron are extremely knowledgeable and well-connected in crypto-mining, and we feel that this transaction represents an excellent opportunity for Legion shareholders while we await further exploration results from Millen Mountain.”

### About the Company

The Company is a Vancouver-based mineral exploration company currently focused on the exploration and development of its Millen Mountain Property, which is comprised of 80 mineral claims covering approximately 1,280 hectares in Nova Scotia, Canada. For further information, please refer to the Company's disclosure record on SEDAR ([www.sedar.com](http://www.sedar.com)) or contact the Company by telephone at 778.999.7030.

ON BEHALF OF THE BOARD

*“Peter Smith”*

Peter Smith, President and CEO

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This press release contains “forward-looking information” that is based on the Company’s current expectations, estimates, forecasts and projections. This forward-looking information includes, among other things, the Company’s business, plans, outlook and business strategy. The words “may”, “would”, “could”, “should”, “will”, “likely”, “expect,” “anticipate,” “intend”, “estimate”, “plan”, “forecast”, “project” and “believe” or other similar words and phrases are intended to identify forward-looking information. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: changes in economic conditions or financial markets; increases in costs; litigation; legislative, environmental and other judicial, regulatory, political and competitive developments; and technological or operational difficulties. This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable law.

The CSE has not reviewed, approved or disapproved the contents of this press release.