

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

**Item 1: Name and Address of Reporting Issuer**

American Pacific Mining Corp. (the “**Company**”)  
Suite 910-510 Burrard Street  
Vancouver, BC V6C 3A8

**Item 2: Date of Material Change**

May 3, 2018.

**Item 3: News Release**

A news release was issued and disseminated on May 3, 2018 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that through its wholly-owned subsidiary, American Pacific Mining (U.S.) Inc. (“**APM US**”), has vended out the recently acquired JPL property (“**Property**”) to AAA Equity Holdings Corp. (“**AAA**”), a private B.C. corporation.

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

The Company announced that through its wholly-owned subsidiary, APM US, has vended out the recently acquired Property to AAA, a private B.C. corporation. APM US has agreed to assign, transfer and set over all of its rights and obligations arising out of the exploration lease and option to purchase agreement between APM US and Curellie LLC to AAA (please refer to press release dated April 5, 2018).

In consideration for the assignment, AAA will:

- (a) issue 500,000 of its common shares to APM;
- (b) complete CAD\$75,000 in exploration expenditures on the Property within twelve months; and
- (c) in the event that AAA elects to exercise the Option (as defined in the Option Agreement), pay to APM US a 1% net smelter return on the Property.

The Property is located in Esmeralda County, Nevada, 50 miles south of Tonopah and 160 miles north of Las Vegas in the Walker Lane trend. JPL has widespread, high-grade gold in surface samples. The Goldfields District to the north and the region around Beatty to the south are historically significant areas that have produced millions of ounces of gold.

*About AAA Equity Holdings Corp.*

AAA Equity Holdings Corp. is a private company incorporated in British Columbia on January 9, 2018. AAA’s business is to engage in the acquisition and exploration of mineral exploration properties. AAA intends to apply for and list on a Canadian stock exchange in the near future, however, there is no guarantee that AAA will be approved for listing on any stock exchange.

*About American Pacific Mining Corp.*

American Pacific Mining Corp. is a new gold explorer focused on precious metal opportunities in the Western United States. Tuscarora is a high-grade, early stage gold project located in a prime precious metal district in Nevada, only 35km northeast of the Carlin trend, 20km southwest of the Jerritt Canyon deposit, and 50km east-northeast of the Midas deposit. American Pacific is *Eyeing a Gold Discovery* amidst gold’s next bull market.

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

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

Warwick Smith, CEO

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**Item 9: Date of Report**

May 3, 2018.