

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

February 28, 2019.

Item 3: News Release

A news release was issued and disseminated on March 1, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the closing of the previously announced non-brokered private placement. A total of C\$1,460,200 million was raised through the issuance of 14,602,000 units at \$0.10 per unit (the “**Units**”).

Item 5: Full Description of Material Change

The Company announced the closing of the previously announced non-brokered private placement. A total of C\$1,460,200 million was raised through the issuance of 14,602,000 units at \$0.10 per Unit. For more details on the financing please see press releases dated [January 25, 2019](#) and [February 22, 2019](#).

Each unit consists of one common share (the “**Common Share**”) of the Company and one-half of a warrant (the “**Warrant**”). Each whole Warrant will entitle the holder to purchase one additional Common Share of the Company at an exercise price of \$0.20 for a period of 12 months from the closing, subject to earlier expiry of the exercise period if, at any time after four months from closing, the closing price of the shares is greater than \$0.25 for five or more consecutive trading days. A total of \$35,364 plus 353,640 Warrants was paid as finders’ commission. All securities issued under the offering are subject to a four-month hold period.

Warwick Smith, CEO and a director of the Company, subscribed for 250,000 Units through his company, Harbourside Consulting Corp. As a result, the private placement is a related party transaction (as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company relied upon the “Issuer Not Listed on Specified Markets” and “Fair Market Value Not More Than \$2,500,000” exemptions from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

The press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities, in any state in which such offer, solicitation or sale would be unlawful. The securities issued, or to be issued, under the private placement have not been, and will not be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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
T: 1.866.646.5389
E: investor@americanpacific.ca

Item 9: Date of Report

March 1, 2019.