

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

First Division Ventures Inc. (the "**Company**")
c/o Suite 409 – 221 West Esplanade
North Vancouver, BC V7M 3J3

Item 2. Date of Material Change

November 28, 2018

Item 3. News Release

A news release was disseminated on November 28, 2018.

Item 4. Summary of Material Change

The Company completed its initial public offering of 2,000,000 common shares.

Item 5. Full Description of Material Change

The Company completed its initial public offering (the "**Offering**") on the Canadian Securities Exchange ("**CSE**") through its agent, Mackie Research Capital Corporation (the "**Agent**"), pursuant to a final prospectus dated October 31, 2018 (the "**Prospectus**") filed in British Columbia, Alberta and Ontario.

Pursuant to the Offering, the Company issued 2,000,000 common shares in the capital of the Company (the "**Common Shares**") at a price of \$0.20 per Common Share, for gross proceeds to the Company of \$400,000.

In connection with the Offering, under the agency agreement dated October 31, 2018 between the Company and the Agent, the Company granted non-transferrable warrants (the "**Agent's Warrants**") to the Agent, to acquire an aggregate of up to 200,000 Common Shares at an exercise price of \$0.20 per Common Share until November 28, 2020. Furthermore, in connection with the Offering, the Agent also received a cash commission of \$40,000 representing 10% of the gross proceeds of the Offering and a corporate finance fee for its services.

The Common Shares were listed on the CSE on November 27, 2018 and commenced trading on November 29, 2018 under the symbol "FDIV".

The Company anticipates using the net proceeds from the Offering as described in the Prospectus, including to complete the recommended work program on the Fish Lake property and for administrative expenses.

The Company has also granted incentive stock options to acquire an aggregate of 100,000

Common Shares at an exercise price of \$0.20 per option to a director of the Company. Such options expire five years from the date of grant.

Following closing of the Offering, the Company has 16,420,000 Common Shares issued and outstanding.

Item 6. Reliance on Confidential Filing Provisions

Not applicable. This Material Change Report is not being filed on a confidential basis.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

Michael Mulberry
Chief Executive Officer, President and Director
Telephone: (778) 855-5001

Item 9. Date of Report

November 30, 2018