

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

ITEM 1 Name and Address of Corporation:

Tocvan Ventures Corp. (the “Corporation”)
Suite 820 – 1130 West Pender Street
Vancouver, BC V6E 4A4

ITEM 2 Date of Material Change:

February 28, 2019

ITEM 3 News Release:

The news release was disseminated on February 28, 2019 and filed on SEDAR on February 28, 2019.

ITEM 4 Summary of Material Change:

The Corporation announced the completion of its Initial Public Offering.

ITEM 5 Full Description of Material Change:

The Corporation announced that it has completed its initial public offering of 5,000,000 units (“Units”), at a price of \$0.10 per Unit, for gross proceeds of \$500,000 (the “Offering”). Each Unit consists of one common share in the capital of the Corporation (“Common Share”) and one Common Share purchase warrant (“Warrant”) of the Corporation. Each Warrant entitles the holder thereof to acquire, subject to acceleration in certain circumstances and adjustment in accordance with the warrant indenture governing the Warrants, one Common Share at an exercise price of \$0.20 at any time prior to 5:00 p.m. (Toronto time) on August 31, 2020, being the date that is 18 months following the date of issue. The Common Shares of the Corporation are expected to commence trading on the CSE on March 1, 2019 under the trading symbol “TOC”.

The Corporation is an early stage natural resource company engaged primarily in the acquisition, exploration and, if warranted, development of mineral properties. The Corporation’s objective is to conduct an exploration program on the Rogers Creek Property. Refer to the Corporation’s Prospectus dated January 31, 2019 on www.sedar.com for details of the property and the exploration program.

PI Financial Corp. (the “Agent”) acted as agent under the Offering. For its services, the Agent received a corporate finance fee, a cash commission equal to 10% of the gross proceeds of the Offering, and Agent’s Warrants to purchase 500,000 Units of the Corporation at an exercise price of \$0.10 exercisable within 36 months from the listing date.

The Corporation intends to use the net proceeds from the Offering to: (i) complete Phase I of the work program recommended pursuant to the technical report entitled "2018 Technical Summary Report on the Rogers Creek Property, South Western British Columbia, Lillooet Mining District" with an effective date of December 19, 2018, and (ii) for general and administrative purposes, option payments and working capital requirements.

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:

Further information relating to this Material Change Report may be obtained from:

Derek Wood, President and Chief Executive Officer
Phone: (403) 200-3569

ITEM 9 Date of Report:

February 28, 2019