

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Soldera Mining Corp. (the “**Company**”)
Suite 1000 - 409 Granville Street
Vancouver, BC
V6C 1T2

Item 2 Date of Material Change

November 3, 2020

Item 3 News Release

The news release dated November 4, 2020 was disseminated through Stockwatch.

Item 4 Summary of Material Change

On November 3, 2020, the Company acquired the right (the “**Option**”) to earn an 80% interest in the Tuscarora Gold Project, located in Nevada (the “**Tuscarora Property**”), from American Pacific Mining (US) Inc. (“**APMC**”).

Pursuant to the Option, Soldera will earn:

- (i) a 51% interest in the Tuscarora Property by making cash payments of \$200,000 to or on behalf of APMC, issuing 2,000,000 common shares of the Company to APMC and funding exploration expenditures of \$1,350,000 towards the Tuscarora Property;
- (ii) a further 14% interest in the Tuscarora Property by issuing a further 1,000,000 common shares of the Company to APMC and funding exploration expenditures of \$3,000,000 towards the Tuscarora Property; and
- (iii) a further 15% interest in the Tuscarora Property by completing a pre-feasibility study on the Tuscarora Property

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the attached news release for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None.

Item 8 Executive Officer

Faizaan Lalani, Chief Financial Officer and Director, 604-602-0001

Item 9 Date of Report

November 10, 2020



SOLDERA MINING ACQUIRES OPTION OVER TUSCARORA PROPERTY

November 4, 2020 – Vancouver, B.C. – Soldera Mining Corp. (CSE:SOLD) (“Soldera” or the “Company”) is pleased to announce that it has acquired the right (the **“Option”**) to earn an 80% interest in the Tuscarora Gold Project, located in Nevada (the **“Tuscarora Property”** or the **“Property”**), from American Pacific Mining Corp (US) Inc. (**“APMC”**).

The Tuscarora Property is a high-level, low-sulfidation, epithermal gold prospect, comprised of 91 claims covering approximately 1,818 acres, within the historic Tuscarora Mining District of Elko County, Nevada. The Tuscarora Property consists of two previously-tested, high grade gold drill targets, the South Navajo and the East Pediment Zones.

Pursuant to the Option, Soldera will earn:

- i. a 51% interest in the Tuscarora Property by making cash payments of \$200,000 to or on behalf of APMC, issuing 2,000,000 common shares of the Company to APMC and funding exploration expenditures of \$1,350,000 towards the Property;
- ii. a further 14% interest in the Property by issuing a further 1,000,000 common shares of the Company to APMC and funding exploration expenditures of \$3,000,000 towards the Property; and
- iii. a further 15% interest in the Property by completing a pre-feasibility study on the Property.

About the Company

The company is a mineral exploration company focused on the acquisition, exploration and development of mining properties. The company is based in Vancouver, BC and holds options over the Titan Gold Property, located in the Klotz Lake area in Northwestern Ontario, and the Tuscarora Gold Property, located in the Tuscarora Mining District in Elko County, Nevada.

For more information, investors should review the Company’s filings that are available at www.sedar.com.

Contact Information

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Director and Chief Executive Officer
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Forward Looking Statements

This news release contains certain forward-looking statements within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, including statements regarding the Option and the various requirements for the Company to earn-in its interest in the Property are "forward-looking statements." These forward-looking statements reflect the expectations or beliefs of management of the Resulting Issuer based on information currently available to it. Forward-looking statements are subject to a number of risks and uncertainties, including those detailed from time to time in filings made by the Company with securities regulatory authorities, which may cause actual outcomes to differ materially from those discussed in the forward-looking statements. These factors should be considered carefully and readers are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.