

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

Item 1 Name and Address of Company

Edison Cobalt Corp. (the “**Company**”)
Suite 1080, 789 West Pender Street
Vancouver, BC, Canada V6C 1H2

Item 2 Date of Material Change

December 12, 2019

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Newsfile Corp. on December 12, 2019.

Item 4 Summary of Material Change

The Company and Sudbury Platinum Corporation (“**SPC**”) are pleased to announce they have entered into a definitive arms length amalgamation agreement dated November 18, 2019. The contemplated transaction will result in a reverse-take over of the Company by SPC. The resulting issuer will be renamed “SPC Metals Corp” (the “**Resulting Issuer**”). It is anticipated that existing shareholders of SPC will hold approximately 77% of the Resulting Issuer prior to giving effect to the concurrent financing.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule “A” for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Christopher Hobbs, Chief Financial Officer and Director
Telephone: 416-276-6689

Item 9 Date of Report

December 12, 2019



TSX VENTURE EXCHANGE: **EDDY**
 OTCBB: **PWMRF**
 FRANKFURT: **VVO**

NEWS RELEASE

**Edison Cobalt Corp. and Sudbury Platinum Corp. Announce Definitive Agreement
 for Reverse Take-Over Transaction**

Vancouver, British Columbia – December 12, 2019 – Edison Cobalt Corp (“**Edison Cobalt**” or the “**Company**”) (TSX-V: “**EDDY**”) and Sudbury Platinum Corporation (“**SPC**”) are pleased to announce they have entered into a definitive arms length amalgamation agreement dated November 18, 2019 (the “**Agreement**”). The contemplated transaction will result in a reverse-take over (the “**Reverse Take-Over**”) of EDDY by SPC. The resulting issuer will be renamed “**SPC Metals Corp**” (“**SPC Metals**” or the “**Resulting Issuer**”). It is anticipated that existing shareholders of SPC will hold approximately 77% of the Resulting Issuer prior to giving effect to the Concurrent Financing (as defined below).

The Reverse Take-Over contemplates the following:

- EDDY will complete a share consolidation on the basis of 3.55:1, such that each 3.55 shares of EDDY will be consolidated into one new share of EDDY;
- 2725420 Ontario Inc., a newly incorporated wholly-owned subsidiary of EDDY, will amalgamate with SPC (the “**Amalgamation**”). SPC shareholders will exchange their SPC shares for 1.32 shares of EDDY (post-consolidation per above) for each share of SPC;
- Convertible securities of SPC and EDDY will be amended accordingly as a result of the EDDY consolidation and SPC and EDDY Amalgamation;
- EDDY will complete a private placement consisting of 14,000,000 subscription receipts at a price of \$0.25 per subscription receipt (the “**Concurrent Financing**”). Upon the completion of the Reverse Take-Over, each subscription receipt will be converted into one unit (a “**Unit**”) of SPC Metals. Each Unit will consist of one share and one-half of one share purchase warrant. Each whole warrant will be exercisable into one share of SPC Metals at a price of \$0.40 for a period of two years. EDDY has engaged Gravitas Securities Inc. (**Gravitas**) as its agent for the Concurrent Financing. Gravitas will be entitled to a cash commission of 8% of the gross proceeds of the Concurrent Financing and broker warrants equal to 8% of the number of subscription receipts issued under the Concurrent Financing. Each broker warrant is exercisable into one Unit for a period of two years at a price of \$0.25. EDDY will also pay a corporate finance fee of 5% of subscriptions, payable in subscription receipts;
- EDDY will change its name to “**SPC Metals Corp.**”; and
- EDDY will apply to the TSX Venture Exchange for a waiver of sponsorship.

SPC Metals intends to further establish itself as an energy metals exploration company with a specific focus on nickel. Its vision is to explore and develop its existing properties and acquire additional assets within the existing nickel mining districts in Canada. SPC Metals will be well funded having greater than \$4 million in its treasury after giving effect to the Concurrent Financing with no outstanding debt.

Scott McLean, the Chief Executive Officer of SPC, commented: "Combining SPC's past producing properties in the highly prospective Sudbury nickel-copper-cobalt-platinum group metals mining camp with Edison's three past producing properties within the Cobalt mining camp will provide SPC Metals' proven team of mine finders an excellent formula for success."

The principal mineral properties of the Resulting Issuer are described below:

Edison Cobalt Assets

The EDDY 100% owned assets are located near the town of Cobalt in northeast Ontario, Canada consisting of the historic Thomas Edison, Shakt-Davis and Cobalt-Kittson mines, as well as numerous historic workings. Cobalt mineralization occurs in Proterozoic-aged quartz-carbonate veins hosted in brittle shears in Nipissing diabase. This style of mineralization is similar to that of the famous Cobalt silver camp located approximately 15 km east of the Kittson-Cobalt Project, which produced 420 million ounces of silver with cobalt as a significant by-product. Veins hosting the mineralization at the Kittson-Cobalt Project differ from the typical Cobalt Silver Camp veins in that they are lower in silver but richer in cobalt, and are associated with significant gold. Historic reports from the Shakt-Davis mine indicate values of 1.5% Co over 1.37 metres and select grab samples returning up to 4% Co and 93.3 g/t Au. Locally significant nickel, copper and to a lesser extend lead, zinc and bismuth also occur within the quartz-carbonate veins.

SPC Assets

SPC owns three properties two of which are in the Sudbury mining camp near Sudbury Ontario (Aer-Kidd and Lockerby East), and one is near Espanola Ontario (Owen Nickel).

Aer-Kidd

SPC owns 100% of the mining rights for the Aer-Kidd Project that is located approximately 20 km southwest of Sudbury, Ontario along the Worthington Offset Dyke. The mineralization was first discovered on the Aer-Kidd Project in the late 1880's and the property saw production in the late 1960's from two shaft developments and a small open pit. The property is sandwiched between Vale's Totten Mine and KGHM's Victoria Development Project. SPC has been exploring the area below the historic workings since 2013 and has completed 36 holes totaling 21,494 metres.

Lockerby East

The Lockerby East (LKE) Project is located approximately 20 km west of Sudbury, Ontario within the southwest corner of the Sudbury Basin, and consists of approximately 390 hectares of freehold patents. The property includes 100% of the Lockerby East and South Patents as well as a 70% interest in the West Graham Deposit (WGD) (30% owned by Landore Resources Canada Ltd.). The property is adjacent to the past producing Lockerby Mine from which the LKE Deposit was accessed and partially mined via a 1.1 km drift driven from the 3800 Level of the Lockerby Mine.

Owen Nickel

SPC owns 100% of the mining rights of the 592 ha Owen Nickel property located 70 km west of Sudbury Ontario near Espanola. The property hosts an historic, high grade nickel showing (grab samples up to 3.82% Ni and 2.38% Cu) hosted in mafic to ultramafic intrusive rocks. A total of 20 historic drill holes have been completed on the property, however the mineralization remains open in all directions. Historic drilling has returned up to 4.7m @ 1.17% Ni and 0.39% Cu.

Conditions Precedent to the Reverse Take-Over

Completion of the **Reverse Take-Over** is subject to a number of conditions precedent, including:

- The receipt of shareholder approval of each of EDDY and SPC;
- The approval of the TSX Venture Exchange;
- The completion of the Concurrent Financing;
- No material adverse change having occurred for each of EDDY and SPC; and
- Compliance with the terms of the Agreement by each of EDDY and SPC.

EDDY Shareholder Approval

Shareholders of EDDY will be asked to approve an ordinary resolution to approve the Reverse Take-Over (the “**EDDY Shareholder Resolution**”) at a special meeting of EDDY Shareholders (the “**EDDY Meeting**”). The requisite approval of the EDDY Shareholder Resolution will be a simple majority of the votes cast on the EDDY Shareholder Resolution by the EDDY shareholders, voting as a single class, present in person or by proxy at the EDDY Meeting.

The EDDY Meeting is expected to be held in Q1 2020 to consider the EDDY Shareholder Resolution. A management information circular of EDDY containing additional details about the Reverse Take-Over Transaction will be mailed to EDDY shareholders in advance of the EDDY Meeting. The board of directors of EDDY has unanimously recommended that EDDY shareholders vote in favour of the EDDY Shareholder Resolution and intend to vote all EDDY shares by them in favour of the EDDY Shareholder Resolution.

SPC Shareholder Approval

Shareholders of SPC will be asked to approve a special resolution to authorize the Amalgamation (the “**SPC Shareholder Resolution**”) at a special meeting of SPC Shareholders (the “**SPC Meeting**”). The requisite approval of the SPC Shareholder Resolution will be at least two-thirds (66⅔ percent) of the votes cast on the SPC Shareholder Resolution by the SPC shareholders, voting as a single class, present in person or by proxy at the SPC Meeting.

The SPC Meeting is expected to be held in Q1 2020 to consider the SPC Shareholder Resolution. A management information circular of SPC containing additional details about the Amalgamation and the Reverse Take-Over will be mailed to SPC shareholders in advance of the SPC Meeting.

The board of directors of SPC has unanimously recommended that SPC shareholders vote in favour of the SPC Shareholder Resolution and intend to vote all SPC shares by them in favour of the SPC Shareholder Resolution. Transition Metals Corp., which currently holds 30% of SPC’s issued and outstanding shares.

Management of the Resulting Issuer

Upon completion of the Reverse Take-Over, the current directors and officers of EDDY will resign and the board of directors of the Resulting Issuer will be comprised of the current directors of SPC, Scott McLean, Alger St. Jean, Alistair Ross, William Shaver and Brian Montgomery. Management of the Resulting Issuer will consist of Scott McLean P.Geo as Chief Executive Officer, Grant Mourre, P.Geo. as President and Christopher Chadder, CA as Chief Financial Officer.

Scott McLean, P.Geo (Chairman and CEO)

- Over 30 years’ exploration experience in the mining industry.
- Previously, Regional Exploration Manager at Xstrata Nickel (formerly Falconbridge).
- Co-Founder of HTX Minerals, SPC and Transition Metals Corp.

William Shaver, P.Eng., ICD.D (Director)

- Currently COO of INV Metals
- Over 35 years' experience in the mining industry.
- Co-Founder of Dynatec Corporation.
- Previously, CEO of DMC Mining.

Brian Montgomery, LL.B. (Director)

- Lawyer at MLA Law LLP in Sudbury, Ontario
- Over 40 years of mining, corporate, business and real estate law experience

Alger St. Jean, P.Geo (Director)

- VP of Exploration at RNC Minerals
- Previously, Senior Geologist at Xstrata Nickel (formerly Falconbridge)
- Over 20 years experience in the mining industry, primarily focused on nickel.

Alistair Ross, (Director)

- President and CEO at Rockcliff Metals Corp.
- Over 35 years of mining and metallurgy experience
- Previously, Director of Mining, Vale Base Metals Ontario Operations
- Previously, President of Lonmin Plc

Grant Moure, M.Sc., P.Geo (President & COO) who is the Qualified person under National Instrument 43-101.

- President of SPC
- Exploration Manager Transition Metals Corp.
- Over 20 years' experience in the mining industry, primarily focused on nickel.
- Previously, Senior Project Geologist at Xstrata Nickel (formerly Falconbridge).

Chris Chadder, HBBA, CPA, CA – (Chief Financial Officer)

- CFO at Mineral Alamos Inc.
- CFO at Transition Metals Corp.
- Over 25 years of financial management.

Arm's Length Transaction

The Reverse Take-Over is an Arm's Length transaction, as defined by the policies of the TSX Venture Exchange.

Advisors

Osler, Hoskin & Harcourt LLP is acting as SPC's legal advisor. Boughton Law Corp. will act as EDDY's legal advisors.

Qualified Person

The technical elements of this news release have been approved by Mr. Grant Moure, P.Geo (APGO), Qualified Person under National Instrument 43-101.

About Sudbury Platinum Corporation.

Sudbury Platinum Corporation, a company 30% owned by Transition Metals Corp (TSXV:XTM), is a Canadian private corporation with a proven track record of success that is focused on exploring for Nickel within well-established North American mining camps. Upon completion of the **Reverse Take-Over** and planned concurrent financing, Transition Metals Corp. will hold 19.7% of the shares outstanding of the Resulting Issuer. The Company has spent approximately \$10M on exploration to date and is currently exploring its key 100% owned exploration projects Aer-Kidd and Lockerby East both located in the heart of the historic Sudbury Mining Camp, a camp closely controlled by Vale, KGHM and Glencore. The Company will initially focus on advancing its key Sudbury Camp assets with a vision of growing to a pre-eminent North American Nickel exploration company.

In accordance with SPC's audited financial statements for the years ended August 31, 2019 and 2018, SPC had \$967,350 (2018 – 797,355) in current assets and current liabilities of \$407,023 (2018 – \$94,602) with no significant debt. The Company had no revenue in 2019 and 2018 and realized a loss of \$684,901 in 2019 and \$702,754 in 2018 being a loss per share of \$0.01 and \$0.02, respectively.

About Edison Cobalt Corp

Edison Cobalt Corp is a Canadian-based junior mining exploration company focused on the procurement, exploration and development of cobalt, lithium and other energy metals. Edison Cobalt's acquisition strategy focuses on acquiring affordable, cost-effective and highly regarded mineral properties in areas with proven geological potential. The Company's shares are listed for trading on the TSX Venture Exchange under the symbol "EDDY", the OTC Pinks under the symbol "PWMRF", and on the Frankfurt Exchange under the symbol "VV0".

Cautionary Note

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of EDDY should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

On behalf of the Board of Directors:

"Christopher Hobbs"

Christopher Hobbs

Chief Financial Officer, Director

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.