

Form 51-102F3
MATERIAL CHANGE REPORT

Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

1. Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

ProAm Explorations Corporation
867 West 3rd Street
North Vancouver, BC V7P 1E2

2. Date of Material Changes

State the date of the material change: October 24, 2019

3. News Release

The news release dated October 24, 2019 was filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions via SEDAR and disseminated through Canada Stockwatch, and Market News Publishing.

4. Summary of Material Change

ProAm Explorations Corporation announced that it has received approval from the TSX Venture Exchange to issue shares to settle an outstanding debt.

5. Full Description of Material Change

ProAm Explorations Corporation (“ProAm” or “the Company”) (TSX.V:PMX) announced that it has received approval from the TSX Venture Exchange to issue 1,819,146 shares at a deemed price of \$0.05 per share to settle an outstanding debt for \$90,957.33 owed to Glencoe-MacDonald Holdings Ltd., a company owned and controlled by Donald MacDonald, President and CEO of the Company, and Maureen MacDonald. The shares issued in connection with the debt settlement will be subject to a regulatory hold period until February 25, 2020.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Donald L. MacDonald, President
Tel: 604/988-3306

9. Date of Report

October 28, 2019.