

**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 3<sup>rd</sup> Street  
North Vancouver, BC V7P 1E2

**2. Date of Material Changes**

July 3, 2020

**3. News Release**

The Company disseminated the News Release through Canada Stockwatch on July 6, 2020 and filed the same with the TSX Venture Exchange, and the British Columbia and Alberta Securities Commission on SEDAR.

**4. Summary of Material Change**

ProAm Explorations Corporation announced that it has closed its private placement previously announced on May 14, 2020 and May 19, 2020, by issuing 3,385,000 units for gross proceeds of \$236,950.

**5. Full Description of Material Change**

ProAm Explorations Corporation (“ProAm” or “the Company”) (TSX.V:PMX) announced that it has closed its private placement previously announced on May 14, 2020 and May 19, 2020, by issuing 3,385,000 units for gross proceeds of \$236,950. Each unit is comprised of one common share of the Company and one share purchase warrant. Each common share purchase warrant will allow the holder to acquire an additional common share of the Company at a price of \$0.15 per share for a period of two years from the date of closing of the non-brokered private placement (the “warrant”), subject to certain acceleration provisions.

The units are subject to a hold period expiring on November 4, 2020. In connection with the private placement, the Company paid, in the aggregate, cash finder’s fees of \$4,480.

Due to insider participation in the private placement, it is considered a related party transaction within the meaning of Multilateral Instrument 61-101 (“MI 61-101”). The participation is exempt from the need to obtain minority shareholder approval and a formal valuation on the basis that insider participation is less than 25% of the Issuer’s market capital.

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

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officer**

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

**9. Date of Report**

July 6, 2020.