

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Bessor Minerals Inc., formerly Troymet Exploration Corp. (the “**Corporation**”)  
PO Box 37033 RPO Country Club,  
Nanaimo, BC V9T 6N4

**2. Date of Material Change**

June 14, 2019

**3. News Release**

A press release was disseminated on June 14, 2019 via GlobeNewswire.

**4. Summary of Material Change**

Bessor completed second and final tranche of a common shares private placement.

**5. Full Description of Material Change**

**5.1. Full Description of Material Change**

Bessor Minerals Inc. (formerly, Troymet Exploration Corp.) (TSXV:BST) (“**Bessor**”) announces that, further to its March 4, 2019 and May 31, 2019 news releases, Bessor has closed the second and final tranche of its common share private placement, issuing 1,550,000 common shares at a price of \$0.05 per common share for gross proceeds of \$77,500.00, subject to final acceptance from the TSX Venture Exchange. The aggregate total gross proceeds raised from both tranches of the private placement is \$362,500. The net proceeds of the private placement will be used for general corporate and working capital purposes. The common shares issued pursuant to the second tranche offering are subject to a hold period that expires on October 15, 2019.

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

**5.2. Disclosure for Restructuring Transactions**

Not Applicable.

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

Not Applicable

**7. Omitted Information**

Not Applicable

8. **Executive Officer**

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Kieran Downes – President and Chief Executive Officer  
Telephone: (250) 729-0453

9. **Date of Report**

June 14, 2019