

**Form 51-102F3  
Material Change Report**

**Item 1 Name and Address of Company**

BTU Metals Corp.  
(the "Company")  
Suite 1240 - 789 West Pender Street  
Vancouver, British Columbia V6C 1H2

**Item 2 Date of Material Change**

September 29, 2017

**Item 3 Date of News Release**

The Company disseminated the news release on October 12, 2017, via Stockwatch and filed it via SEDAR with the British Columbia and Alberta Securities Commissions and the TSX Venture Exchange.

**Item 4 Summary of Material Change**

The Company announced that further to its news releases dated September 14, 2017 and October 2, 2017, it has closed the second and final tranches of an over-subscribed non-brokered private placement of 6,381,000 units for total gross proceeds of \$765,720 for the two tranches.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Please see the Company's news release dated October 12, 2017, which is available at [www.sedar.com](http://www.sedar.com).

**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**

N/A

**Item 8 Executive Officer**

Michael England, President and Director, (604) 683-3995  
Email: [mike@engcom.ca](mailto:mike@engcom.ca)

**Item 9 Date of Report**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 13th day of October, 2017.

**BTU Metals Corp.**

*"Michael England"*

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Per: Michael England