

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

**Item 1. Name and Address of Company**

Sanatana Resources Inc. (“**Sanatana**” or the “**Company**”)  
1910 – 925 West Georgia Street  
Vancouver, BC V6C 3L2

**Item 2. Date of Material Change**

September 10, 2018

**Item 3. News Release**

News Release dated September 10, 2018 was disseminated via Stockwatch and Market News and filed on SEDAR on September 10, 2018.

**Item 4. Summary of Material Change**

The Company has amended two option agreements and terminated one option agreement, all related to the Company’s Jackfish property.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

Further to the Company’s news release dated February 7, 2017 (the “**February News Release**”) with details on the Company’s Jackfish property, the Company announced that the option agreement between Sanatana, as optionee, and Wayne Richards, Francine Richards and James Hamel (referred to for convenience as the “**Richards Group**”) as optionor, has been terminated. The option agreement with the Richards Group is further described in the February News Release and was part of the three option agreements comprising the Jackfish property. The other two option agreements comprising the Jackfish property are being amended. Specifically, the option agreements with Rudolph Wahl (“**Wahl**”) and Alto Ventures Ltd. (“**Alto**”) have been amended as summarized below.

Option Agreement Amendments

As announced in the Company’s news release dated August 9, 2018 and further to the Company’s February News Release, the Company has entered into mineral option amending agreements (the “**Amending Agreements**”) with each of Alto and Wahl amending two option agreements related to the Wahl and Alto option properties (the “**Original Agreements**”).

The Amending Agreements, which are subject to the approval of TSX Venture Exchange (“**TSX-V**”), allow Sanatana to postpone certain cash payment, the issuance of certain shares in the capital of the Company (the “**Shares**”) and certain exploration expenditure to be incurred as part of the consideration for the acquisition of 100% interest in the mineral claims contemplated in the Original Agreements. Pursuant to the Amending Agreements, the Company: (i) will defer the payment of cash consideration in the aggregate amount of \$100,000 and the exploration expenditure to be incurred in the amount of \$50,000 for six months to December 21, 2018; (ii) has deferred the issuance of 1,500,000 Shares for approximately one and a half months (such Shares have now been issued); and (iii) will, subject to the approval of TSX-V, issue 150,000 additional Shares to Wahl and 200,000 additional Shares to Alto.

**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**

None.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Peter Miles, President and Chief Executive Officer  
Telephone: 604- 408-6680.

**Item 9. Date of Report**

DATED at Vancouver, BC, this 14<sup>th</sup> day of September, 2018.