

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

**1. Name and Address of Company**

**Megastar Development Corp.**  
#1450 – 789 W. Pender Street  
Vancouver, BC V6C 1H2

(the “Company”)

**2. Dates of Material Change(s)**

April 10, 2017

**3. News Release(s)**

A news release was issued on April 10, 2017 and disseminated via Stockwatch and Market News Publishing Inc. pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

Megastar Options 50% Interest of its Ralleau Property, Urban Barry District, Quebec

**5. Full Description of Material Changes**

News Release dated April 10, 2017 – See Schedule “A”

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

Not applicable.

**7. Omitted Information**

No information has been omitted.

**8. Executive Officer**

Mr. Dusan Berka, P. Eng., President & CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 681-1568

**9. Date of Report**

This report is dated April 10, 2017.

SCHEDULE "A"  
to the Material Change Report dated April 10, 2017

**Megastar Options 50% Interest of its Ralleau Property, Urban Barry District, Quebec**

*Vancouver, BC, Canada, April 10, 2017* - **Megastar Development Corporation** ("Megastar", the "Company" or "MDV") (TSX-V: **MDV**; Frankfurt: **M5QN**) wishes to announce that it has entered into an Option Agreement (the "Agreement") between Deeprock Minerals Inc. (the "Optionee"), a BC incorporated company and reporting issuer in the Provinces of BC and Alberta, currently not listed for trading, and Megastar Development Corp. (the "Optionor"), on Megastar's wholly-owned Ralleau Property (the "Property") in the prolific Windfall Lake District.

Megastar's President & CEO Dusan Berka comments: "This is a great opportunity for the Company and its shareholders to participate in the excitement coming out of one of the newest, active exploration districts in Quebec, without having to dilute our share structure. The property is strategically located adjacent to the area where Osisko Mining has been actively acquiring large land positions. We're pleased to have Deeprock Minerals earn-in on Megastar's Ralleau Property to possibly unlock its potential."

The Ralleau Property is located within the Abitibi Greenstone Belt in Quebec, approximately 40 km east of Lebel-Sur-Quévillon, Quebec. The Ralleau Zn, Cu, property consisting of 59 claims and covering total of 3,323.85 hectares, covers a favorable area of Volcanogenic Massive Sulfide (VMS) mineralization, approximately 20km southeast of the NYRSTAR's producing Langlois mine – see the Langlois Mine Fact Sheet: <http://www.nyrstar.com/operations/Documents/Fact%20Sheet%20LANGLOIS%20EN.pdf>. The mine produces zinc and copper concentrates with lesser values of silver and gold by-products.

Under the terms of the Option Agreement, the Optionee will be deemed to have exercised its Option upon:

- The Optionee paying to Megastar \$100,000 cash in staged payments over the period of 3 years;
- The Optionee allotting and issuing to Megastar a fully paid and non-assessable 750,000 shares, in stages, over the period of 3 years; and
- The Optionee incurring exploration expenditures of \$250,000 on the Property over the period of 3 years.

**ABOUT MEGASTAR DEVELOPMENT CORP.**

Megastar Development Corp. is an emerging resource company engaged in the evaluation, acquisition and exploration of mineral properties in Canada. Megastar owns mineral properties in Quebec and British Columbia. For further information, investors and shareholders are invited to visit the Company's website at [www.megastardevelopment.com](http://www.megastardevelopment.com) or call the office at 604-681-1568, or toll free at 1-877-377-6222.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*"DUSAN BERKA"*

Dusan Berka, P. Eng.  
President & CEO

***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.***