

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Black Iron Inc. (“Black Iron” or the “Company”)  
65 Queen Street West  
Suite 815  
Toronto, ON M5H 2M5

**Item 2 Date of Material Change**

September 18, 2019 and September 27, 2019

**Item 3 News Release**

A news release was issued by Black Iron Inc. on (i) September 18, 2019; and (ii) September 27, 2019, each disseminated through the facilities of Globe Newswire and filed on SEDAR.

**Item 4 Summary of Material Change**

On September 18, 2019, Black Iron entered into a convertible security funding agreement (the “Agreement”) with Lind Global Macro Fund LP (“Lind”) pursuant to which Black Iron may issue to Lind convertible securities in the principal amount of up to CAD\$11 million.

On September 27, 2019 Black Iron closed on the first funding amount of CAD\$2,250,000 pursuant to the Agreement.

**Item 5 Full Description of Material Change**

Black Iron has closed on the first funding amount of CAD\$2,250,000 pursuant to the Agreement.

The Company has issued to Lind (i) a convertible security with a principal amount of CAD\$2.7 million representing a principal amount of CAD\$2.25 million and a pre-paid interest amount of CAD\$450,000 (the “Convertible Security”); and (ii) 13,081,395 warrants exercisable for a term of 48 months at an exercise price of CAD\$0.11 per share. The Company has paid Lind a commitment fee of CAD\$78,750.

The Convertible Security will be repaid by Black Iron through the issuance of common shares at pre-agreed conversion limits to Lind over a 24-month period. Lind will have the option to convert up to 1/20<sup>th</sup> of the face value of the Convertible Security per month at a price equal to 85% of Black Iron's five-day volume weighted average share price immediately prior to each time Lind notifies Black Iron of its intent to convert. Lind will be restricted from selling any Black Iron shares it receives in connection with the Convertible Security for a period of four months and a day from the date of issuance of the Convertible Security and is prohibited from short selling Black Iron's shares during the term of the Agreement.

The Company shall use the net proceeds of the Convertible Security for working capital purposes. The Agreement and the issuance of securities thereunder has been conditionally approved by the

Toronto Stock Exchange and is subject to satisfaction of customary closing conditions. Any additional issuances of securities under the Agreement will be subject to shareholder approval.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Matt Simpson  
Chief Executive Officer  
(416) 309-2138

**Item 9 Date of Report**

September 27, 2019

**Forward-Looking Information**

*This Material Change Report contains forward-looking information. Forward-looking information is based on what management believes to be reasonable assumptions, opinions and estimates of the date such statements are made based on information available to them at that time. Forward-looking information may include, but is not limited to, statements with respect to the Company's ability to develop the Shymanivske project, the repayment of the Convertible Security, the mineralization of the Shymanivske project, the Company's ability to raise adequate capital, the Company's ability to secure the requisite land rights and the Company's future plans. Generally, forward looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; the actual results of current exploration activities; other risks of the mining industry and the risks described in the annual information form of the Company. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws. The Company notes that mineral resources that are not mineral reserves do not have demonstrated economic viability.*