

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

1. Name and Address of Company

Roscan Minerals Corporation (the “**Company**”)
365 Bay Street, Suite 400
Toronto, ON
M5H 2V1

2. Date of Material Change

August 20, 2018

3. News Release

A press release disclosing the material change was released on August 20, 2018 through the facilities of Newsfile Corp.

4. Summary of Material Change

The Company announced that it completed the second and final tranche of its previously announced private placement by issuing 2,036,700 units (“**Units**”) at a price of \$0.06 per Unit for aggregate gross proceeds of \$122,202 (the “**Offering**”).

Each Unit is comprised of one common share (“**Common Share**”) and one Common Share purchase warrant (“**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Common Share at an exercise price of \$0.12 for 24 months from the closing of the Offering. The Company reserves the right to accelerate the expiration of the Warrants, if at any time which is more than four months and one day following the closing date of the Offering, the trading price of the Common Shares of the Company on the TSX Venture Exchange is \$0.24 or more for at least 20 consecutive trading days, in which case the Company may provide notice to Warrant holders to exercise their Warrants within 10 days following the date of such notice.

5. Full Description of Material Change

The material change is fully described in the Company’s press release, which is attached as Schedule “A” and is incorporated herein.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Greg Isenor, President and Chief Executive Officer of the Company at (902) 832-5555 or (416) 293-8437.

9. Date of Report

This report is dated at Toronto, this 21st day of August, 2018.

ROSCAN MINERALS CORPORATION

Per: “Chris Irwin” (Signed)
Chris Irwin, Secretary

SCHEDULE "A"

ROSCAN MINERALS CORPORATION

365 Bay Street, Suite 400

Toronto, ON M5H 2V1

FOR IMMEDIATE RELEASE

August 20, 2018

Toronto, Ontario

ROSCAN MINERALS ANNOUNCES CLOSING SECOND AND FINAL TRANCHE OF PRIVATE PLACEMENT

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT AUTHORIZED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.

Roscan Minerals Corporation ("**Roscan**" or the "**Company**") (TSX-V: ROS) is pleased to announce that it has completed the second and final tranche of its previously announced private placement by issuing 2,036,700 units ("**Units**") at a price of \$0.06 per Unit for aggregate gross proceeds of \$122,202 (the "**Offering**").

Each Unit is comprised of one common share ("**Common Share**") and one Common Share purchase warrant ("**Warrant**"). Each Warrant entitles the holder thereof to purchase one additional Common Share at an exercise price of \$0.12 for 24 months from the closing of the Offering. The Company reserves the right to accelerate the expiration of the Warrants, if at any time which is more than four months and one day following the closing date of the Offering, the trading price of the Common Shares of the Company on the TSX Venture Exchange is \$0.24 or more for at least 20 consecutive trading days, in which case the Company may provide notice to Warrant holders to exercise their Warrants within 10 days following the date of such notice.

The Common Shares and Warrants issued pursuant to the Offering will be subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation.

The Company intends to use the net proceeds from the Offering for exploration and development of the Company's mineral properties and for general corporate and working capital purposes.

Eligible persons (the "**Finders**") were paid a cash commission of \$6,874.14 from the gross proceeds raised from subscribers introduced to the Company by such Finders.

ABOUT ROSCAN

RosCan Minerals Corporation is a Canadian gold exploration company focussed on West Africa. The Company has assembled a land position of 100%-owned permits in an area of large gold deposits for its Kandiole Project in west Mali.

For further information, please contact:

Greg Isenor

President and Chief Executive Officer

Tel: (902) 832-5555 or (416) 293-8437

Email: info@roscan.ca

Neither 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 release.