

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company
Rotation Minerals Ltd. (“**Rotation**” or the “**Company**”)
PO Box 48202 Bentall
Vancouver, BC
V7X 1H8

Item 2. Date of Material Change
September 26, 2017

Item 3. News Release
The News Release dated September 26, 2017 was disseminated via Stockwatch and Market News Publishing Inc.

Item 4. Summary of Material Change

Rotation announced that it has closed the third and final tranche of its non-brokered private placement (the “**Private Placement**”) announced on July 27, 2017.

Rotation placed 1,761,498 units (“**Units**”) in the third tranche, for gross proceeds of \$264,225 in the third tranche.

Item 5.1 Full Description of Material Change

Rotation announced that it has closed the third and final tranche of its non-brokered Private Placement. The third tranche closing consisted of a total of \$264,225 raised through the issuance of 1,761,498 Units at a price of \$0.15 per Unit. Each Unit consists of one common share and one common share purchase warrant, each warrant entitling the holder to purchase one additional common share, at \$0.25 per share until September 26, 2019.

No finder’s fees or commissions were paid in connection with the Private Placement.

All securities issued or issuable under the third tranche of the Private Placement are subject to a hold period until January 27, 2018, except as permitted by applicable Canadian securities laws and the TSX Venture Exchange.

Proceeds from the Private Placement will be used to fund the acquisition, exploration and evaluation of the Company’s mineral properties and as general working capital.

The third tranche of the Private Placement included the following subscriptions from “related parties” of the Company as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”): Bradley Rourke (the Company’s President and Chief Executive Officer) acquired 200,000 Units and Christina Boddy (the Company’s Corporate Secretary) acquired 15,000 Units. The issuance of Units to Bradley Rourke and Christina Boddy did not result in a material change in the percentage of securities of the Company held by them. The participation of Bradley Rourke and Christina Boddy in the Private Placement was exempt from formal

valuation and minority shareholder approval requirements pursuant to exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that at the time the Private Placement was agreed to, neither the fair market value of the securities to be distributed in the Private Placement nor the consideration to be received for those securities, insofar as the Private Placement involved the related parties, exceeds 25% of the Company's market capitalization.

The Company did not file a material change report more than 21 days before the expected closing of the third tranche of the Private Placement as the details of the Private Placement and the participation by the related parties was not settled until shortly prior to closing and the Company wished to close the Private Placement on an expedited basis for sound business reasons.

The Company issued a total of 8,548,166 units under all three tranches of the Private Placement to raise total proceeds of \$1,282,225.

Item 5.2 Disclosure for Restructuring Transaction

Not Applicable.

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

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

The following Executive Officer of the Company is available to answer questions regarding this report:

Bradley Rourke, Chief Executive Officer, 250-877-9902

Item 9. Date of Report

October 2, 2017