

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

**Item 1        Name and Address of Company**

Camino Minerals Corporation  
300 – 250 Southridge  
Edmonton, AB

**Item 2        Date of Material Change**

June 19, 2020

**Item 3        News Release**

A news release announcing the material change referred to in this report was disseminated on June 19, 2020 and subsequently filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4        Summary of Material Change**

On June 19, 2020, Camino Minerals Corporation (“**Camino**” or the “**Company**”) announced a non-brokered private placement for gross proceeds of \$3,000,000 (the “**Financing**”) consisting of 30,000,000 units (each, a “**Unit**”) at a price of \$0.10 per Unit.

**Item 5        Full Description of Material Change**

**5.1            Full Description of Material Change**

On June 19, 2020, Camino announced the Financing consisting of 30,000,000 Units at a price of \$0.10 per Unit. Each Unit will consist of one common share in the capital of the Company and half a non-transferable common share purchase warrant. Each warrant will entitle the holder to acquire an additional common share of the Company at a price of \$0.15 per common share for a period of two years from the date of issue.

Proceeds from the Financing will be used to: (i) advance its exploration and development strategy at its Los Chapitos copper discovery in Peru; (ii) to make a final property option payment of US\$149,500 to realize a 100% ownership of the Los Chapitos property that will initially be paid through a Promissory Note (defined below); (iii) repay the Promissory Note (defined below); and (iv) for general working capital. The Financing is anticipated to be largely subscribed by institutional investors and will include management participation.

All securities issued in connection with the Financing will be subject to a four-month hold period expiring four months following the date of issue. A finder's fee will be payable on a portion of the Financing. Completion of the Financing is subject to approval of the TSX Venture Exchange.

Two members of management have provided a short-term demand promissory note to the Company in the aggregate amount of \$200,000 to facilitate an option payment due by July 1 (the “**Promissory Note**”). The Promissory Note will carry interest of 1% per month. The

Promissory Note is considered a "related party transaction" under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The entry into the Promissory Note is exempt from: (i) the formal valuation requirements under Section 5.4 of MI 61-101 pursuant to Subsection 5.5(b) of MI 61-101; and (ii) the minority approval requirements under Section 5.6 of MI 61-101 pursuant to Subsection 5.7(1)(f). The Company expects to repay the Promissory Note with proceeds from the Financing. The Company's entry into the Promissory Note has been approved by the disinterested directors of the Company.

## **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**

No significant facts have been omitted from this report.

### **Item 8 Executive Officer**

Jay Chmelauskas, President and Chief Executive Officer  
Telephone: 604.608.4513

### **Item 9 Date of Report**

June 29, 2020

**Cautionary Note Regarding Forward Looking Statements:** *Certain disclosures in this report constitute forward-looking information. In making the forward-looking disclosures in this report, the Company has applied certain factors and assumptions that are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company. Forward-looking information in the report includes the terms of the Financing, anticipated completion of the Financing, anticipated use of proceeds from the Financing, issuance of the Promissory Note, availability of exemptions under MI 61-101 for the entry into the Promissory Note, prospectivity of the project for future exploration, development and production, the start of drilling activities, the expansion of mineralization on the Los Chapitos copper project and that actual results of exploration activities are consistent with management's expectations. Although the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking information in this report is subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking information. Such risk factors include, among others, that actual results of the Company's exploration activities will be different than those expected by management, that the Company will be unable to obtain or will experience delays in obtaining any required approvals and/or exemptions from securities laws, that the Financing may not be completed on the terms specified herein and the state of equity and commodity markets. Readers are cautioned not to place undue reliance on forward-looking statements. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.*