

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

ITEM 1 **NAME AND ADDRESS OF COMPANY**

Happy Creek Minerals Ltd.
#460 – 789 West Pender Street
Vancouver, British Columbia, V6C 1H2

ITEM 2 **DATE OF MATERIAL CHANGE**

July 12, 2017

ITEM 3 **NEWS RELEASE**

News release dated July 12, 2017 was disseminated through the facilities of Stockwatch.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

Happy Creek Minerals Ltd. (TSXV : HPY) (the “**Company**”) announced that it completed the second tranche of its non-brokered private placement for gross proceeds of \$1,645,500 announced on May 30, 2017.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

The Company has completed the second tranche of a non-brokered private placement for gross proceeds of \$1,645,500 through the sale of 2,150,000 common shares at a price of \$0.20 per share and 4,675,000 flow-through shares at a price of \$0.26 per flow-through share. The shares will be subject to resale restrictions until November 8, 2017.

The proceeds from the sale of flow-through shares will be used to incur qualified exploration expenses in accordance with Canadian Income Tax provisions and together with proceeds of the sale of non flow-through shares, will be used to conduct primarily trenching and drilling on the Company’s Fox tungsten property, B.C. and for general working capital.

A finder’s fee to qualified agents is payable in connection with the second tranche of the financing totalling \$58,310 in cash and 222,000 broker warrants. Each broker warrant is exercisable into one common share of the Company at a price of \$0.30 for a period of two years.

In connection with the non-brokered private placement, the Company issued 765,035 common shares to persons that are directors or senior officers of the Company. The Company has determined that exemptions from the various requirements of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 (“**MI 61-101**”) are available for the issuance of the common shares to the related parties. The Company relied on Section 5.5(c) of MI 61-101 for an exemption from the formal valuation requirement on the basis that the transaction is a distribution of securities for cash, and Section 5.7(b) of MI 61-101 for an exemption from the minority approval requirement as the fair market value of the transaction is not more than \$2,500,000. The Company did not file a material change report more than 21 days in advance of the closing of the Offering, which the Company deems reasonable and

necessary in the circumstances as the closing date of the Offering had not been established at that time and the Company wished to complete the Offering in an expeditious manner.

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**

David E. Blann, President & CEO
Telephone: 604-662-8310

ITEM 9 **DATE OF REPORT**

July 12, 2017