Form 51-102F3
Material Change Report

Item 1. **Name and Address of Company**

Orestone Mining Corp. (the "Company")
407 – 325 Howe Street
Vancouver, British Columbia
Canada V6C 1Z7

Item 2. **Date of Material Change**

October 25, 2017.

Item 3. **News Release**

News Release dated October 25, 2017 was disseminated through Newsfile Corp.

Item 4. **Summary of Material Change**

The Company completed a non-brokered private placement of 3,991,667 units at $0.06 per unit for gross proceeds of $239,500.02.

Item 5.1 **Full Description of Material Change**

The Company completed a non-brokered private placement of 3,991,667 units ("Units") at $0.06 per Unit for gross proceeds of $239,500.02 (the "Private Placement"). Each Unit consisted of one common share of the Company (a "Common Share") and one common share purchase warrant of the Company (a "Warrant"). Each Warrant is exercisable to purchase one additional Common Share at $0.10 until October 25, 2019.

Proceeds from the Private Placement will be used for the Company's general working capital.

The Common Shares and Warrants comprised in the Units, and the Common Shares issuable upon exercise of the Warrants, are subject to a hold period that expires on February 26, 2018.

No finders' fees were paid in connection with the Private Placement.

Certain directors, officers and other insiders of the Company (the "Insider Placees") purchased or acquired direction and control over a total of 2,000,000 Units under the Private Placement. These subscriptions constituted "related party transactions" with the Company under applicable securities regulatory rules and policies. The Insider Placees and their Common Share positions before and after completion of the Private Placement are as follows:

Excluding Common Shares Issuable Pursuant to Exercise of Warrants:

Insider Placee	Number and Percentage of Common Shares Beneficially Owned or Controlled Prior to Private Placement[1]	Number of Common Shares Acquired under Private Placement	Number of Common Shares Beneficially Owned or Controlled (Directly or Indirectly) After Private Placement	Percentage of Common Shares After Private Placement[2]
Discovery Resource Corp. (wholly-owned by Gary Nordin)	95,000[3] (1.26%)	900,000	995,000[3]	8.62%
David Hottman	130,500 (1.73%)	900,000	1,030,500	8.93%
Andrew Muir	Nil (0%)	100,000	100,000	0.87%
Pacific Opportunity Capital Ltd. (Mark. T. Brown exercises control and direction over securities held by Pacific Opportunity)	Nil (0%)	100,000	100,000	0.87%

(1) Based on issued and outstanding Common Shares on an undiluted basis prior to completion of the Private Placement.
(2) Based on issued and outstanding Common Shares on an undiluted basis after completion of the Private Placement.
(3) Includes 25,000 Common Shares directly owned by Gary Nordin and 70,000 Common Shares indirectly owned by Mr. Nordin through Discovery Resource Corp.

Including Common Shares Underlying Warrants Issued under Private Placement:

Insider Placee	Number and Percentage of Common Shares Beneficially Owned or Controlled Prior to Private Placement	Number of Common Shares Acquired under Private Placement[1]	Number of Common Shares Beneficially Owned or Controlled (Directly or Indirectly) After Private Placement)[1]	Percentage of Common Shares After Private Placement[1]
Discovery Resource Corp. (wholly-owned by Gary Nordin)	95,000[2] (1.26%)	1,800,000	1,895,000[2]	12.20%
David Hottman	130,500 (1.73%)	1,800,000	1,930,500	12.42%
Andrew Muir	Nil (0%)	200,000	200,000	1.29%

Insider Placee	Number and Percentage of Common Shares Beneficially Owned or Controlled Prior to Private Placement	Number of Common Shares Acquired under Private Placement[1]	Number of Common Shares Beneficially Owned or Controlled (Directly or Indirectly) After Private Placement)[1]	Percentage of Common Shares After Private Placement[1]
Pacific Opportunity Capital Ltd. (Mark. T. Brown exercises control and direction over securities held by Pacific Opportunity)	Nil (0%)	200,000	200,000	1.29%

(1) Includes Common Shares underlying Warrants issued under the Private Placement, but excludes Common Shares underlying other outstanding warrants and options issued by the Company.

(2) Includes 25,000 Common Shares directly owned by Gary Nordin and 70,000 Common Shares indirectly owned by Mr. Nordin through Discovery Resource Corp.

The Insider Placees participated in the Private Placement in order to assist the Company in raising the required funds to pursue its business objectives and for investment purposes. The subscriptions of the Insider Placees contributed $120,000 of gross proceeds to the Company's treasury. The participation of each Insider Placee in the Private Placement received disinterested director's approval.

In connection with the Private Placement, the Insider Placees entered into Subscription Agreements with the Company that contain customary terms and are in the same applicable form as that entered into by other placees.

The subscriptions for Units by the Insider Placees constituted "related party transactions" within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") adopted in the Policy. The Company relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(b) of MI 61-101 in respect of related party participation in the Private Placement on the basis that (i) the Company is not listed on a "specified market" as defined under section 5.5(b); and (ii) that neither the aggregate fair market value of the shares and warrants to be distributed to, nor the consideration paid by, the related parties will exceed $2.5 million. This material change report is not being filed more than 21 days prior to closing of the Private Placement due to the timing of the announcement of the final Private Placement terms and closing occurring less than 21 days thereafter.

Item 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**

Not applicable.

Item 8. **Executive Officer**

David Hottman, President and CEO
Telephone: (604) 629-1929

Item 9. **Date of Report**

November 1, 2017