

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Colonial Coal International Corp.
Suite 200, 595 Howe Street
Vancouver, BC V6C 2Y5

(“Colonial” or the “Company”)

Item 2 Date of Material Change

November 27, 2017.

Item 3 News Release

A News Release dated November 27, 2017 was disseminated via Stockwatch and Market News and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced initial resource estimate of its Flatbed coal project.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has recently completed its previously announced first phase of its coal exploration program on its 100% owned Flatbed coal project (“Flatbed”) located in northeast, British Columbia (see News Release dated October 30, 2017).

Geologic modeling and resource estimation of the Flatbed exploration results, carried out by Norwest Corporation (“Norwest”), have identified an Inferred underground mineable coal resource of 298 million tonnes (Mt). Norwest’s review of the coal quality results from drill core samples indicates these coal resources have coking properties after beneficiation.

The coal resources estimated by Norwest are in accordance with the requirements of National Instrument 43-101 *Standards of Disclosure for Mineral Properties* (“NI 43-101”) and have been conducted in conjunction with the preparation of a NI 43-101 technical report which will be completed and filed on SEDAR within 45 days.

The Inferred coal resource estimates have been determined using a minimum seam thickness of one metre, limited to a maximum depth below surface of 900 metres. Eight coal seams are present with true thicknesses from the exploration data ranging from 1.2 metres to 5.3 metres that combine for an average total true thickness of 20.9 metres. Average seam dip is 11 degrees towards the southwest. The resource estimates are shown below for each coal seam from stratigraphic top to bottom.

David Austin, President and CEO of Colonial, commented on the Company’s recent exploration results as follows: “We are very pleased with and proud of our recent exploration results at Flatbed and we

congratulate our team on their success to date. We look forward to continued exploration and further updates on plans for advancing the Flatbed property.”

Flatbed Coal Resource Estimates

Seam ID	Formation	Classification	Resource (Mt)
B	Gates	Inferred	52.2
D	Gates	Inferred	36.6
E	Gates	Inferred	19.1
F1	Gates	Inferred	21.0
F2	Gates	Inferred	49.2
G	Gates	Inferred	34.8
J	Gates	Inferred	54.2
K	Gates	Inferred	30.9
Total		Inferred	298.0

The estimated raw coal qualities for each coal seam, presented on an air-dried basis (adb), are as follows:

Flatbed Raw Coal Quality

Seam ID	Recovery %	Moisture % (adb)	Ash % (adb)	Volatiles % (adb)	Fixed Carbon % (adb)	Sulfur % (adb)	Volatiles % dmmf	Coal Rank
B	83	0.71	32.57	20.08	46.63	0.90	26.90	mvb
D	68	0.57	19.74	22.47	57.22	0.98	26.43	mvb
E	83	0.58	14.98	21.78	62.66	1.44	24.26	mvb
F1	100	0.31	22.83	19.85	57.01	0.45	23.86	mvb
F2	100	0.55	15.85	20.40	63.20	0.35	23.12	mvb
G	78	0.62	33.48	16.22	49.68	0.47	21.21	lvb
J	99	0.64	17.99	17.40	63.97	0.32	19.85	lvb
K	53	0.77	24.35	15.70	59.18	0.35	18.71	lvb

The raw coal quality results have been adjusted for core loss. The amounts of core loss within the coal seams are considered acceptable for the estimation of coal quality results as presented. Volatile contents on a dry, mineral matter free (dmmf) basis, range from 18.71% to 26.90%, indicating that the coal seams range in rank from low volatile bituminous (lvb) to medium volatile bituminous (mvb).

Washability tests, conducted at Birtley Coal and Minerals Testing (Calgary, Alberta), mostly targeted clean coal in the 8% to 9% ash (adb) range. The estimated washed coal qualities and laboratory determined theoretical yields (adjusted for core loss), are tabulated below using results from the 9.5mm x 0.25mm size fractions, which typically comprise 97% - 98% of the crushed Flatbed coal samples.

Flatbed Washed Coking Coal Quality (9.5mm x 0.25mm fraction)

Seam ID	Cut Point S.G.	Moisture % (adb)	Ash % (adb)	Volatiles % (adb)	Fixed Carbon % (adb)	FSI*	Theoretical Yield %
B	1.55	0.56	9.29	24.74	65.41	7	58.3
D	1.45	0.43	8.86	24.83	65.88	5.5	59.5
E	1.50	0.70	8.33	22.28	68.69	8	80.7
F1	1.50	0.42	8.73	21.56	69.29	8	62.2
F2	1.60	0.82	8.05	20.98	70.15	7	83.2
G	1.55	0.53	8.64	20.57	70.26	7	54.2
J	1.55	0.47	8.66	18.17	72.70	4	79.2
K	1.50	0.48	5.61	18.40	75.51	4	65.8

* FSI values are rounded to the nearest half-unit.

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

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President and Chief Executive Officer
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Item 9 Date of Report

November 30, 2017.

Forward-Looking Information

Information set forth in this material change report involves forward-looking statements, including statements relating to the Corporation's potential sale of an interest in its Flatbed Property. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address a Corporation's expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: risks associated with marketing and sale of securities; the need for additional financing; reliance on key personnel; the potential for conflicts of interest among certain officers or directors with certain other projects; and the volatility of common share price and volume. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and except as required by law, the Corporation undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS MATERIAL CHANGE REPORT REPRESENTS THE EXPECTATIONS OF THE CORPORATION AS OF THE DATE OF THIS MATERIAL CHANGE REPORT AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE CORPORATION MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE SECURITIES LEGISLATION.