

FORM 51-102F3
MATERIAL CHANGE REPORT

Item One – Name and Address of Company

Morien Resources Corp.
99 Wyse Road
Suite 1480
Dartmouth NS B3A 4S5

Item Two - Dates of Material Change

November 29, 2018

Item Three - News Release

The attached news release was issued in Halifax, Nova Scotia on November 29, 2018, via Marketwired.

Item Four - Summary of Material Change

On November 29, 2018, Morien Resources Corp. (TSXV: MOX) (“**Morien**” or the “**Company**”) announced a quarterly dividend of \$0.0025 (one quarter of one cent) per common share. The Company also announced a change to its Executive Management Team.

Item Five - Full Description of Material Change

On November 29, 2018, Morien announced that its Board of Directors declared a dividend of \$0.0025 (one quarter of one cent) per common share for the forth quarter of 2018 to be paid on December 21, 2018 to shareholders of record at the close of business on December 7, 2018. The Company’s dividend payments will qualify as an ‘eligible dividend’ for Canadian income tax purposes.

The Company also announced the appointment of Dawson Brisco as CEO. Mr. Brisco was appointed as President of Morien in May 2018, and prior to that led the Company’s business and corporate development efforts since its formation in 2012. Mr. John P. A. Budreski, who resigned as CEO, will continue with Morien as Executive Chairman.

Item Six – Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item Seven - Omitted Information

Not Applicable.

Item Eight - Executive Officer

Dawson Brisco, President and CEO (902) 466-7255.

Item Nine – Date of Report

Signed this 30 day of November, 2018. Dawson Brisco, President and CEO



Morien Announces Quarterly Dividend and Changes to Executive Management Team

November 29, 2018 – Halifax, Nova Scotia – Morien Resources Corp. ("Morien" or the "Company") (TSXV:MOX), is pleased to announce that its Board of Directors have declared a dividend of \$0.0025 (one quarter of one cent) per common share for the fourth quarter of 2018, and to announce the promotion of Mr. Dawson Brisco to President and Chief Executive Officer.

Quarterly Dividend

Morien's Board of Directors (the "Board") have declared a dividend of \$0.0025 (one quarter of one cent) per common share to be paid on December 21, 2018 to shareholders of record at the close of business on December 7, 2018.

It is Morien's current intention to pay a quarterly dividend of \$0.0025 per common share in Q1 2019. As the Donkin Coal Mine scales up production, it is anticipated that quarterly dividends will be calculated as a high percentage of cash flow available for distribution, having regard to the stability of cash flow and the need to maintain flexibility to secure new royalty assets. However, the declaration, amount and timing of any future dividends remain at the discretion of the Board.

Future dividends will be subject to the Board's determination that the payment of a dividend is in the best interest of Morien and its shareholders, having regard to the Company's cash reserves, anticipated financial requirements, legal requirements for the declaration of dividends and other conditions existing at such time, including forward production guidance from Kameron Collieries ULC, owner and operator of the Donkin Coal Mine.

The Company's dividend payments will qualify as an 'eligible dividend' for Canadian income tax purposes.

Changes to Executive Management Team

Mr. Brisco was appointed as President of Morien in May 2018, and prior to that led the Company's business and corporate development efforts since its formation in 2012. The expansion of Mr. Brisco's management responsibilities, and his promotion to President and CEO, recognizes his valuable skillset and the meaningful contributions he has made to Morien's growth. He is a Professional Geologist with over 15 years of mining industry experience in a variety of roles, and holds a Honours Bachelor of Science degree in Geology from Saint Mary's University in Halifax, Nova Scotia.

Mr. John P. A. Budreski, who resigned as CEO, will continue with Morien as Executive Chairman.

About Morien

Morien is a Canada based, dividend paying, mining development company that holds royalty interests in two, long life, world class, tidewater accessed projects. The Donkin Coal Mine commenced production in 2017 and the Black Point Aggregate Project was permitted in 2016 and is progressing toward a development decision. Morien's management team exercises ruthless discipline in managing both the assets and liabilities of the Company. The Company's management and its Board of Directors consider shareholder returns to be paramount over corporate size, number or scale of assets and industry recognition. Morien has 53,535,114 issued and outstanding common shares and a fully diluted position of 57,727,614. Further information is available at www.MorienRes.com.

Forward-Looking Statements

Some of the statements in this news release may constitute "forward-looking information" as defined under applicable securities laws. These statements reflect Morien's current expectations of future revenues and business prospects and opportunities and are based on information currently available to Morien. Morien cautions that actual performance will be affected by a number of factors, many of which are beyond its control, and that future events and results may vary substantially from what Morien currently foresees. Factors that could cause actual results to differ materially from those in forward-looking statements include risks and uncertainties described in Morien's annual information form filed with the Canadian Securities regulators on SEDAR (www.sedar.com) on April 26, 2016. Morien cautions that its royalty revenue will be based on production by third party property owners and operators who will be responsible for determining the manner and timing for the properties forming part of Morien's royalty portfolio. These third party owners and operators are also subject to risk factors that could cause actual results to differ materially from those predicted herein including: volatility in financial markets or general economic conditions; capital requirements and the need for additional financing;

fluctuations in the rates of exchange for the currencies of Canada and the United States; prices for commodities including gold, coal and aggregate; unanticipated changes in production, mineral reserves and mineral resources, metallurgical recoveries and/or exploration results; changes in regulations and unpredictable political or economic developments; loss of key personnel; labour disputes; and ineffective title to mineral claims or property. There are other business risks and hazards associated with mineral exploration, development and mining. Although Morien believes that the forward-looking information contained herein is based on reasonable assumptions, readers cannot be assured that actual results will be consistent with such statements. Morien expressly disclaims any intention or obligation to update or revise any forward-looking information in this news release, whether as a result of new information, events or otherwise, except in accordance with applicable securities laws. All dollar values discussed herein are in Canadian dollars. Any financial outlook or future-oriented financial information in this news release, as defined by applicable securities laws, has been approved by management of Morien as of the date of this news release. Such financial outlook or future-oriented financial information is provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that such outlook or information should not be used for purposes other than for which it is disclosed in this news release.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For more information, please contact:

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or

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