FORM 51-102F3
Material Change Report
Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

Item 1. Name and Address of Company

MAX Resource Corp.
2300-1066 West Hastings Street
Vancouver, B.C.
V6E 3X2

Item 2. Date of Material Change December 19, 2017

Item 3. News Release

Issued and distributed through the facilities of Canada Stockwatch and Market News on December 19, 2017

Item 4. Summary of Material Change

See attached copy of the December 19, 2017 News Release

Item 5. Full Description of Material Change

See attached copy of the December 19, 2017 News Release

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7. Omitted Information N/A

Item 8. Executive Officer

Stuart Rogers
Telephone: (604) 689-1749

Item 9. Date of Report

December 19, 2017

December 19, 2017

TSX-V: **MXR**
OTC Pink: **MXROF**
Frankfurt: **M1D**

News Release

MAX arranges Private Placement for $400,000

Vancouver, B.C. - MAX Resource Corp. (TSX.V: MXR; OTC Pink: MXROF; Frankfurt: M1D) has agreed to a non-brokered private placement of 8,000,000 units at a price of $0.05 per unit for gross proceeds of $400,000. Each unit will be comprised of one common share and one warrant, with each warrant entitling the holder to purchase an additional common share at an exercise price of $0.075 per share for a period of five years from the closing date of the private placement. Closing of this private placement is subject to acceptance for filing by the TSX Venture Exchange.

It is anticipated that certain directors, officers and other insiders of the Company will acquire shares and warrants of the Company under the offering. Such participation will be considered to be "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 intends to rely on the 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 offering. The securities of the Company are listed on the TSX Venture Exchange (and on none of certain specified markets for the purposes of the MI 61-101 provisions) and neither the aggregate fair market value of the shares and warrants to be distributed to, nor the consideration paid by, related parties will exceed Cdn $2.5 million. The Company expects to receive the requisite non-interested directors' approval of the offering. The Company will disclose further details in the closing news release for the offering.

About MAX Resource Corp.

MAX Resource Corp. is a Canadian exploration company focused on gold, silver and copper exploration in North America. For more information, please visit our web site at www.maxresource.com.

On behalf of the Board of Directors of
MAX Resource Corp.

“STUART ROGERS”

Stuart Rogers
President

Contacts: Leonard MacMillan, Corporate Communication
info@maxresource.com
Phone: 604-880-7924

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.

This News Release includes certain "forward looking statements". Without limitation, statements regarding potential mineralization and resources, exploration results, and future plans and objectives of the Company are forward looking statements that involve various degrees of risk. The following are important factors that could cause MAX's actual results to differ materially from those expressed or implied by such forward looking statements: changes in the world wide price of mineral commodities, general market conditions, risks inherent in mineral exploration, risks associated with development, construction and mining operations, the uncertainty of future profitability and the uncertainty of access to additional capital.