

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

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

Purepoint Uranium Group Inc. (the “Company”)  
120 Adelaide St. West, Suite 2500,  
Toronto, Ontario, M5H 1T1

**Item 2. Date of Material Change**

December 18, 2019

**Item 3. News Release**

The news release was disseminated on December 19, 2019 via a Canadian news wire service. A copy of each of the news releases has been filed on SEDAR and is attached hereto as Schedule “A”.

**Item 4. Summary of Material Change**

Announcement that the Company closed the first tranche of its non-brokered private placement announced on December 10, 2019 (the “**Private Placement**”). In connection with the first tranche closing, the Company issued 7,723,146 flow-through units (“**Flow Through Units**”) at a price of \$0.065 per unit for aggregate gross proceeds of \$502,004.50. Each Flow-Through Unit consists of one common share in the capital of the Company issued on a “flow-through” basis pursuant to the *Income Tax Act* (Canada) and one common share purchase warrant. Each warrant entitles its holder to purchase one common share in the capital of the Company at an exercise price of \$0.08 per share for a period of 24 months from the date of issuance. The closing is subject to final acceptance by the TSX Venture Exchange of the Private Placement.

**Item 5.1. Full Description of Material Change**

Please refer to Schedule “A”.

**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**

The following executive officer of the Company is knowledgeable about the material change and this report:

Chris Frostad, President & CEO  
Telephone: (416) 603-8368

**Item 9. Date of Report**

December 23, 2019

**SCHEDULE "A"**  
**PRESS RELEASE**

Please see attached.

# Purepoint Uranium Group Inc. Closes First Tranche of Private Placement

***/NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWSWIRE SERVICES/***

TORONTO, Dec. 19, 2019 /CNW/ - Purepoint Uranium Group Inc. (TSXV: PTU) ("**Purepoint**" or the "**Company**") closes its first tranche of its non-brokered private placement (the "**Private Placement**") previously announced on [December 10, 2019](#). The Private Placement was subscribed for aggregate gross proceeds of \$502,004.50. In connection with the Private Placement, the Company issued 7,723,146 flow-through units ("**Flow-Through Units**") at a price of \$0.065 per unit. Each Flow-Through Unit consists of one common share in the capital of the Company issued on a "flow through" basis pursuant to the *Income Tax Act* (Canada) and one common share purchase warrant. Each warrant entitles its holder to purchase one common share in the capital of the Company at an exercise price of \$0.08 per share for a period of 24 months from the date of issuance. The closing is subject to final acceptance by the TSX Venture Exchange of the Private Placement.

In connection with the Private Placement, the Company paid finders' fees consisting of \$30,120.27 plus applicable taxes in cash and issued 463,389 non-transferrable compensation warrants. Each compensation warrant entitles its holder to purchase one common share in the capital of the Company at an exercise price of \$0.08 per share for a period of 24 months after the date of issuance.

The net proceeds of the Private Placement will be used to advance the Company's Hook Lake exploration program in Saskatchewan. All securities issued in connection with the closing of the Private Placement are subject to a four-month hold period pursuant to the applicable securities laws with an expiry date of April 19, 2020.

## **Hook Lake JV Project**

The Hook Lake JV project is owned jointly by Cameco Corp. (39.5%), Orano Canada Inc. (39.5%) and Purepoint Uranium Group Inc. (21%) as operator and consists of nine claims totaling 28,598 hectares situated in the southwestern Athabasca Basin. The Hook Lake JV is considered one of the highest quality uranium exploration projects in the Athabasca Basin due to its location along the prospective Patterson Lake trend and the relatively shallow depth to the unconformity.

Current exploration is targeting the Patterson Lake Corridor that hosts Fission's Triple R Deposit (indicated mineral resource 87,760,000 lbs U<sub>3</sub>O<sub>8</sub> at an average grade of 1.82% U<sub>3</sub>O<sub>8</sub> – [www.fissionuranium.com](http://www.fissionuranium.com)), NexGen Energy's Arrow Deposit (indicated mineral resource 256,600,000 lbs U<sub>3</sub>O<sub>8</sub> at an average grade of 4.03% – [www.nexgenenergy.ca](http://www.nexgenenergy.ca)) and the Spitfire Discovery by the Hook Lake JV. The foregoing mineral resource disclosure is information about the properties adjacent Company's property and does not imply that the Company will obtain similar information from its own property.

## **About Purepoint**

Purepoint Uranium Group Inc. is focused on the precision exploration of its ten projects in the Canadian Athabasca Basin, the world's richest uranium region. Established in the Athabasca Basin well before the initial resurgence in uranium earlier last decade, Purepoint's flagship project is the

Hook Lake Project, a joint venture with two of the largest uranium suppliers in the world, Cameco Corporation and Orano Canada Inc. The Hook Lake JV is on trend with recent high-grade uranium discoveries including Fission Uranium's Triple R Deposit, NexGen's Arrow Deposit and Purepoint's Spitfire discovery.

Scott Frostad BSc, MASc, PGeo, Purepoint's Vice President, Exploration, is the Qualified Person responsible for technical content of this release.

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

### **Disclosure regarding forward-looking statements**

This press release contains projections and forward-looking information that involve various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Company. These risks and uncertainties could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and expressly qualified in their entirety by this notice.

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<http://www.newswire.ca/en/releases/archive/December2019/19/c5921.html>

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**For further information:** Chris Frostad, President & CEO, Phone: (416) 603-8368, Email: [cfrostad@purepoint.ca](mailto:cfrostad@purepoint.ca)

CO: Purepoint Uranium Group Inc.

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