

Form 51-102F3
Material Change Report

1. Name and Address of Company

92 Resources Corp.
1400-1111 W Georgia Street
Vancouver, BC V6E 4M3

(the “Company”)

2. Dates of Material Change(s)

September 18, 2017

3. News Release(s)

A news release was issued on September 21, 2017 and disseminated via FSC Wire pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

92 Resources acquires three new properties in Quebec.

5. Full Description of Material Changes

News Release dated September 21, 2017 – See Schedule “A”

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

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Adrian Lamoureux, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (778) 945-2950.

9. Date of Report

This report is dated September 21, 2017.

SCHEDULE “A”
to the Material Change Report dated September 21, 2017

92 RESOURCES CORP. ACQUIRES THREE NEW PROPERTIES IN QUEBEC

Vancouver, September 21, 2017 – **92 Resources Corp. (the “Company”)** (TSX.V: NTY) (OTCQB: RGDCF) (FSE: R9G2) is pleased to announce that it has acquired three highly prospective hard-rock lithium properties (the “Projects” or “Properties”) located in the James Bay region of Quebec, Canada. The properties (known as Corvette, Eastmain, and Lac du Beryl) consist of a combined 115 mineral claims, totaling approximately 5,953 hectares (14,710 acres) and complement the Company’s existing portfolio of assets.

Prior to acquisition, each project was the subject of a brief due-diligence site visit, which included the examination and sampling of known pegmatite occurrences. Analytical results are pending.

Although only a small area of each property was evaluated during the site visit, pegmatite outcrop was confirmed present on each property. Moreover, a **significant spodumene bearing pegmatite was discovered and sampled at Corvette**, with spodumene crystals up to ~1 metre in length, within an outcrop measuring approximately 150 metres by 30 metres.

Locations of the Corvette, Eastmain, and Lac du Beryl projects are shown in Figure 1.

Adrian Lamoureux, CEO of 92 Resources states: *“As we continue to aggressively advance our flagship Hidden Lake Lithium Project in NWT, we feel it is critical to maintain a pipeline of additional high-quality, early-staged, lithium pegmatite projects, each with potential as stand-alone opportunities. We are very excited by these new additions to the Company’s already high-quality portfolio of assets.”*

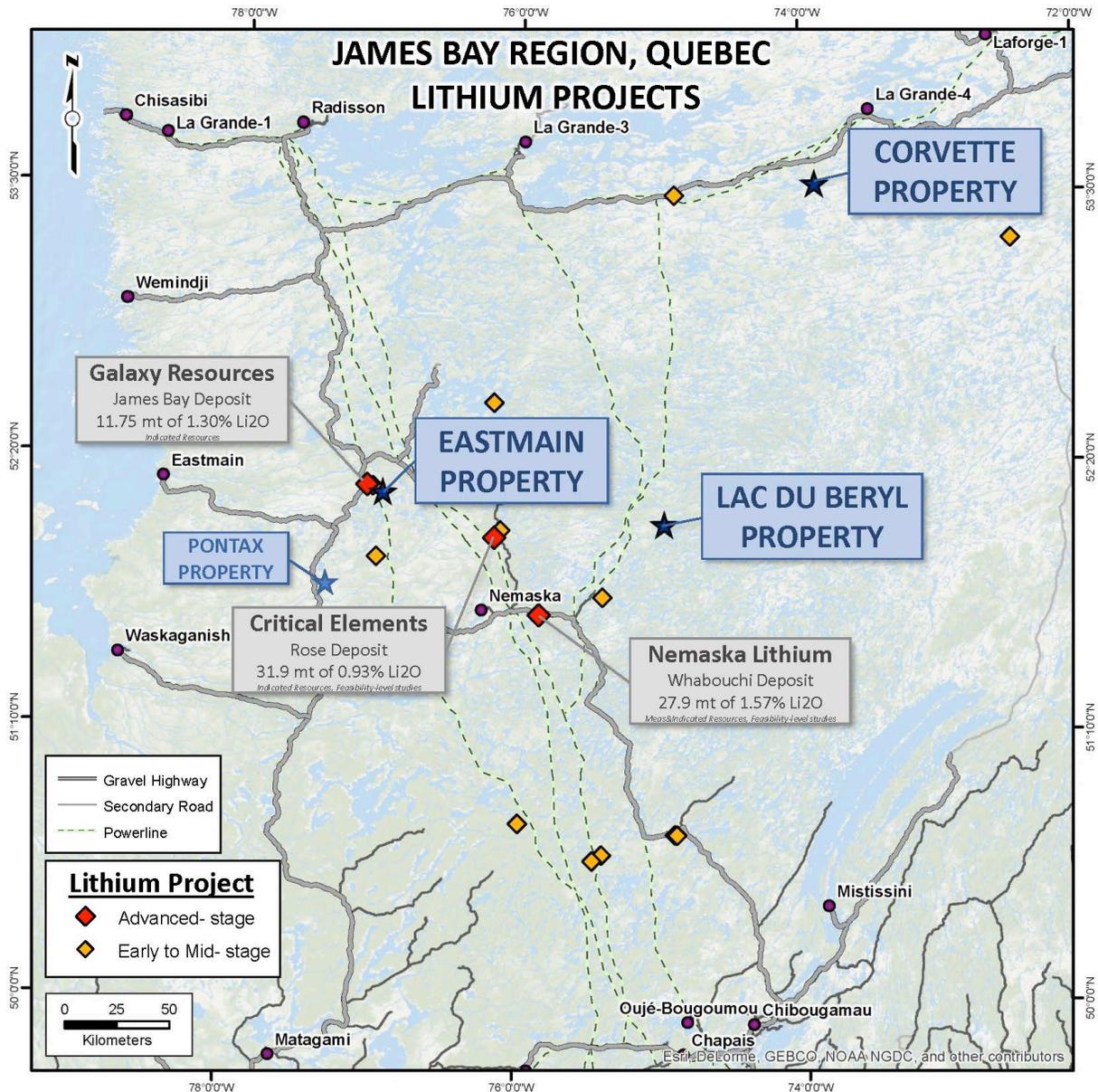


Figure 1: Locations of newly acquired lithium properties within Quebec.

Corvette Project

The Corvette Project consists of 76 claims, totaling 3,891 hectares, and is located less than 12 kilometres south of the Trans-Taiga all-weather gravel highway, within the Guyer Greenstone Belt.

In 2006, Virginia Gold Mines discovered a spodumene-bearing outcrop within what is now the Company's Corvette Property. No sample was collected at the time, and no follow-up work completed on the lithium potential of the outcrop. During the Company's 2017 site visit to the Corvette Property, an outcrop measuring approximately 150 m by 30 m was discovered, and found to contain abundant coarse-grained spodumene crystals up to 1 metre in length (Figure). Further, other potential pegmatite outcrops along trend were not examined and are considered high priority for follow-up work.



Figure 2 Coarse-grained spodumene crystals, Corvette Property, Quebec.

The Corvette Project is adjacent to the east of the FCI Project of Osisko Royalties, where historic gold exploration (conducted by Virginia Mines Inc.) includes drill hole FCI-07-003 with 10.48 g/t Au over 7.0 metres (Report GM63675). The property covers the eastern continuation of the Guyer Greenstone Belt and is therefore also considered prospective for precious metals.

Eastmain Project

The Eastmain Project consists of 21 claims, totalling 1,109 hectares, and is located less than 7 kilometres from the James Bay all-weather gravel highway. The project is highlighted by a large pegmatite outcrop located approximately 7 kilometres east to southeast and interpreted to be along-strike from the James Bay (Cyr) Deposit of Galaxy Resources Ltd.

The James Bay deposit contains indicated resources of 11.75 million tonnes (mt) grading at 1.30% Li₂O and inferred resources of 10.47 mt grading at 1.20% Li₂O. Recently, Galaxy Resources has drilled an additional approximately 33,000 metres to develop the James Bay Deposit.

Lac du Beryl Project

The Lac du Beryl Project consists of 18 claims, totalling 953 hectares, and is located less than 16 kilometres from an existing powerline associated with one of the hydroelectric power generation stations of the James Bay Region.

The project is highlighted by several prominent pegmatite outcrops, many of which display characteristic pathfinder minerals commonly associated with spodumene pegmatites.

The Lac du Beryl Project is adjacent to the east of the Auclair Property of Osisko Royalties where diamond drilling previously intersected 5.4 g/t Au over 7 metres (including 12.1 g/t Au over 3 metres) on the Arienne showing (report GM55430). The Arienne showing is located less than one kilometre from the Lac du Beryl Project, and within the same geological trend of the Eastmain Greenstone Belt.

Management cautions that past results or discoveries on adjacent properties (i.e. FCI Project, James Bay Deposit, Auclair Property) may not necessarily be indicative to the presence of mineralization on the Company's properties (i.e. Corvette, Eastmain, Lac du Beryl).

NI 43-101 Disclosure

Darren L. Smith, M.Sc., P. Geol., of Dahrouge Geological Consulting Ltd., a Qualified Person as defined by National Instrument 43-101, supervised the preparation of the technical information in this news release.

About 92 Resources Corp.

92 Resources Corp is a modern energy solution company, focused on acquiring and advancing strategic and prospective modern energy related projects. The Company currently holds three principal assets in Canada: the Hidden Lake Lithium Property, NWT, the Pontax Lithium Property, QC, and the Golden Frac Sand Property, BC.

The Hidden Lake Lithium Property is strategically located within the heart of the Yellowknife Pegmatite District with 2016 exploration results returning 1.90% Li₂O over 9 m and grab samples up to 3.3% Li₂O. The Property is easily road accessible and its proximity to infrastructure provides for numerous development advantages.

The Pontax Property is located within Quebec's lithium district, and covers several historic pegmatite occurrences that are adjacent to known spodumene bearing pegmatite(s). The underlying geology includes over 20 km strike length of the Pontax Greenstone Belt, which is also a favourable geological environment for gold occurrences.

The Golden Frac Sand Property covers more than a 4 km length of the Mount Wilson Formation, which consists of high purity, white, quartzite and friable sandstones. Its strategic location in western Canada and proximity to infrastructure, provides competitive access to the oil and gas markets where high-quality frac sand is an essential input. The adjacent Moberly Silica Sand Mine, owned and operated by Heemskirk Canada Ltd., produces a number of high-purity products and as of February 2017, became subject to a takeover bid by Northern Silica Corporation valued at \$42.3 million AUD.

For further information, please contact Adrian Lamoureux, President & CEO at Tel: 778-945-2950, E-mail: adrian@92resources.com or visit www.92resources.com.

On Behalf of the Board of Directors,
"ADRIAN LAMOUREUX"
Adrian Lamoureux, President & CEO