

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. Name and Address of Company

Wallbridge Mining Company Limited (the "Issuer")
129 Fielding Road
Lively, ON P3Y 1L7

2. Date of Material Change

December 18, 2018.

3. News Release

The news release attached hereto as Schedule "A" announcing the material change described herein was released on December 19, 2018.

4. Summary of Material Change

On December 19, 2018 the Issuer announced that it has closed a non-brokered private placement through the issuance of 6,667,000 common shares in the Company on a flow-through basis ("**Super FT Shares**") at a price of \$0.225 per Super FT Share and 4,875,000 common shares in the capital of the Company on a flow-through basis ("**National FT Shares**") at a price of \$0.20 per National FT Share, for aggregate gross proceeds of \$2,475,075.

5. Full Description of Material Change

The material changes are fully described in the Company's press releases which are attached hereto as Schedule "A" and are incorporated herein.

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

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive Officer

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change in this report:

Sean Stokes
Corporate Secretary
416-712-7481

9. Date of Report

December 19, 2018.

SCHEDULE “A”



Wallbridge Announces Closing of \$2.5 Million Private Placement

Toronto, Ontario – December 19, 2018 – Wallbridge Mining Company Limited (TSX:WM, FWB: WC7) (“Wallbridge” or the “Company”) is pleased to announce that it has closed a non-brokered private placement (the “**Offering**”) through the issuance of 6,667,000 common shares in the Company on a flow-through basis (“**Super FT Shares**”) at a price of \$0.225 per Super FT Share and 4,875,000 common shares in the capital of the Company on a flow-through basis (“**National FT Shares**”) at a price of \$0.20 per National FT Share, for aggregate gross proceeds of \$2,475,075. Collectively, the Super FT Shares and National FT Shares are the “**Offered Securities**”. Eric Sprott purchased \$400,000 National FT Shares of the Offering.

The gross proceeds from the issuance of the Offered Securities will be used for Canadian Exploration Expenses and will qualify as “flow-through mining expenditures”, as defined in subsection 127(9) of the *Income Tax Act* (Canada). The Super FT Shares will also qualify for the two 10% enhancements under section 726.4.9 and section 726.4.17.1 of the *Quebec Taxation Act*, which will be renounced with an effective date no later than December 31, 2018 to the initial purchasers of the Offered Securities in an aggregate amount not less than the gross proceeds raised.

In connection with the Offering, the Company paid a cash finder’s fee of \$124,504 to Topleft Securities Ltd. All securities issued under the Offering will be subject to a four month hold period from the date of issuance in accordance with applicable securities laws. The Offering is subject to final acceptance of the Toronto Stock Exchange.

The Offering constituted a related party transaction within the meaning of Multilateral Instrument 61-101 (“**MI 61-101**”) as Mr. Sprott, a reporting insider of the Company subscribed for 2,000,000 common shares in the capital of the Company on a flow-through basis pursuant to the Offering. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by Mr. Sprott does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

About Wallbridge Mining

Wallbridge is establishing a pipeline of projects that will support sustainable production and revenue as well as organic growth through exploration and scalability.

Wallbridge is currently developing its 100%-owned high-grade Fenelon Gold property in Quebec with ongoing exploration and a bulk sample in 2018. Wallbridge is also pursuing other additional

advanced-stage projects which would add to the Company's near-term project pipeline. These discussions benefit from the operating capabilities Wallbridge demonstrated by safely and efficiently mining the Broken Hammer deposit in Sudbury, which was completed in October 2015. As part of this strategy, the Company recently optioned the Beschefer Project, an advanced gold property with proven size and grade-potential near Fenelon Gold. Wallbridge is also continuing partner-funded exploration on its large portfolio of nickel, copper, and PGM projects in Sudbury, Ontario, with a focus on its high-grade Parkin project.

Wallbridge also has exposure to exploration for copper and gold in Jamaica and British Columbia through its 11.3% ownership of Carube Copper Corp. (CUC:TSX-V, formerly Miocene Resources Limited, a Wallbridge spin-out of its BC assets).

For Further Information

Please visit the Company's website at www.wallbridgeminig.com or contact:

Wallbridge Mining Company Limited

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This press release may contain forward-looking statements (including "forward-looking information" within the meaning of applicable Canadian securities legislation and "forward-looking statements" within the meaning of the US Private Securities Litigation Reform Act of 1995) relating to, among other things, the operations of Wallbridge and the environment in which it operates. Generally, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Wallbridge has relied on a number of assumptions and estimates in making such forward-looking statements, including, without limitation, the costs associated with the development and operation of its properties. Such assumptions and estimates are made in light of the trends and conditions that are considered to be relevant and reasonable based on information available and the circumstances existing at this time. A number of risk factors may cause actual results, level of activity, performance or outcomes of such exploration and/or mine development to be materially different from those expressed or implied by such forward-looking statements including, without limitation, whether such discoveries will result in commercially viable quantities of such mineralized materials, the possibility of changes to project parameters as plans continue to be refined, the ability to execute planned exploration and future drilling programs, the need for additional funding to continue exploration and development efforts, changes in general economic, market and business conditions, and those other risks set forth in Wallbridge's most recent annual information form under the heading "Risk Factors" and in its other public filings. Forward-looking statements are not guarantees of future performance and such information is inherently subject to known and unknown risks, uncertainties and other factors that are difficult to predict and may be beyond the control of Wallbridge. Although Wallbridge has attempted to identify important risks and factors that could cause actual actions, events

or results to differ materially from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. Consequently, undue reliance should not be placed on such forward-looking statements. In addition, all forward-looking statements in this press release are given as of the date hereof.

Wallbridge disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, save and except as may be required by applicable securities laws. The forward-looking statements contained herein are expressly qualified by this disclaimer.