

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

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

Cantex Mine Development Corp. (the “Company”)  
203 - 1634 Harvey Road  
Kelowna, BC V1Y 6G2

**Item 2. Date of Material Change**

May 22, 2019

**Item 3. News Release**

News Release dated May 28, 2019 was disseminated and filed on SEDAR.

**Item 4. Summary of Material Change**

The Company announced the receipt of shareholder approval to the subscription of 6,200,000 units in the Company’s recently completed private placement by entities controlled by Charles Fipke, the Chairman of the Company.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company obtained minority shareholder approval under Multilateral Instrument 61-101 (“**MI 61-101**”) at a special meeting held May 22, 2019 to the subscription by 0974052 B.C. Ltd., a company controlled by Charles Fipke, the Chairman of the Company as to 4,500,000 units and by the Charles E. Fipke Alter Ego Trust, a discretionary trust of which Charles Fipke is the trustee, as to 1,700,000 units. The units were part of a private placement (the “**Private Placement**”) of units by the Company which closed its final tranche on March 29, 2019 raising gross proceeds of \$15,000,000 through the issuance of 3,500,000 flow through shares at \$1.00 per flow through share and the issuance of 11,500,000 non-flow through units at \$1.00 per unit, each unit comprised of one share and one-half of a warrant, each whole warrant entitling the holder to acquire a further common share for \$1.50 for a period of three years. Proceeds from the Private Placement will be used to fund an upcoming exploration program at the Company’s North Rackla project in the Yukon and for general working capital.

*Related Party Disclosure*

The description of the Private Placement and its material terms, together with the participation of Charles Fipke, are as detailed above. The business reason for the Private Placement is also set out above.

The interest in the Private Placement of “interested parties” (as that term is defined in “MI 61-101”) is as follows:

<u>Interested Party</u>	<u>Securities Subscribed For</u>
Charles Fipke	6,200,000 Units
Vern Frolick (Director)	11,000 Units
Chad Ulansky (President)	10,000 FT Shares
Dundee Corporation (Insider)	1,500,000 FT Shares

There was not a material change in the percentage of securities of the Company held by any of the interested parties as a result of this participation in the Private Placement.

There was no formal valuation obtained by the Company in connection with the Private Placement nor has there been any valuation relevant to the Private Placement in the past 24 months. The interested parties participating in the Private Placement entered into subscription agreements with the Company in connection with the Private Placement whereby the Company agreed to issue to the interested parties the securities they subscribed for on the terms detailed above. The subscription agreements entered into with the interested parties were the same form of agreement as entered into by the Company with all other subscribers to the Private Placement.

The Company relied upon the formal valuation exemption set out in section 5.5(b) of MI 61-101 on the basis that the securities of the Company are not listed or quoted on a market specified in that section. The Company relied upon the minority approval exemption under section 5.7(d) with respect to the interested parties other than Charles Fipke on the basis that the fair market value of the consideration for the transaction as it pertained to each such interested party did not exceed 25% of the market capitalization of the Company.

The filing of the material change report less than 21 days before closing was due to the fact that the special meeting of the Company to approve the participation of Charles Fipke in the Private Placement only took place May 22, 2019.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officers**

The following officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Jennifer Irons, CFO  
Telephone: 250.860.8582

**Item 9. Date of Report**

DATED at Kelowna, British Columbia this 29<sup>th</sup> day of May, 2019.