

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Black Iron Inc.
65 Queen Street West
Suite 815
Toronto, ON M5H 2M5

Item 2 Date of Material Change

May 8, 2020

Item 3 News Release

News releases were issued by Black Iron Inc. ("Black Iron" or the "Company") on May 8, 2020 respectively, and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Black Iron has closed its previously announced non-brokered private placement of units of the Company (the "Offering"). Pursuant to the Offering, the Company issued a total of 36,534,420 units (the "Units") at a price of \$0.05 per Unit for gross proceeds of \$1,826,721.

Item 5 Full Description of Material Change

The company closed its previously announced non-brokered private placement of units of the Company. Pursuant to the Offering, the Company issued a total of 36,534,420 Units at a price of \$0.05 per Unit for gross proceeds of \$1,826,721.

Each Unit consists of one common share of the Company (each a "Common Share") and one-third of one common share purchase warrant (each whole warrant, a "Warrant") entitling the holder to acquire a Common Share at a price of \$0.06 for a period of three years from the date hereof.

The following subscribers, who are "related parties" within the meaning of Multilateral Instrument 61-101 ("MI 61-101"), participated in the Offering: (i) John Detmold subscribed for 600,000 Units. Each sale of Units to the foregoing related party constituted a "related party transaction" within the meaning MI 61-101.

The Company relied on the exemptions from the valuation and minority shareholder approval requirements 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 related parties did not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

The Company intends to use the net proceeds of the Offering to advance the Company's Shymanivske project (the "Project"), including negotiations to secure essential land surface rights, discussions and negotiations on construction financing and for general working capital purposes.

The Company paid cash finder fees of \$96,600 to certain finders and did not issue any finders warrants in connection with the Offering. The securities underlying the Units will be subject to a four month hold period that expires on September 8, 2020. Closing of this Offering is subject to receipt of regulatory approval, including final Toronto Stock Exchange approval.

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

Matt Simpson
Chief Executive Officer
(416) 309-2138

Item 9 Date of Report

May 11, 2020

Forward-Looking Information

This Material Change Report contains forward-looking information. Forward-looking information is based on what management believes to be reasonable assumptions, opinions and estimates of the date such statements are made based on information available to them at that time, including those factors discussed in the section entitled "Risk Factors" in the Company's annual information form for the year ended December 31, 2018 or as may be identified in the Company's public disclosure from time to time, as filed under the Company's profile on SEDAR at www.sedar.com. Forward-looking information may include, but is not limited to, statements with respect to the Project, the First Tranche, the closing of the Second Tranche, the Offering, the use of proceeds of the Offering, the Company's ability to acquire the requisite land, the Company's ability to raise the requisite financing, the mineralization of the Project, the results of the PEA, the realization of the PEA, and future plans for the Company's development. Generally, forward looking information can be identified by the use of forward-looking terminology 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 state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; the actual results of current exploration activities; other risks of the mining industry and the risks described in the annual information form of the Company. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

