

FORM 51-102F3

MATERIAL CHANGE REPORT
PURSUANT TO REGULATION 51-102

Item 1 - Name and Address of Company

Niobay Metals Inc. (the "Company" or "Niobay")
1693, Saint-Patrick Street
Suite 106
Montréal, Québec H3K 3G9

Item 2 - Date of Material Change

December 22, 2017.

Item 3 - News Release

A news release pertaining to the material change being the subject of the present report was issued through Marketwired on December 22, 2017. A copy of the news release is attached hereto.

Item 4 - Summary of Material Change

On December 22, 2017, Niobay announced that it has completed a financing and a corporate update.

Item 5 - Full Description of Material Change

5.1 Full Description of Material Change

Niobay has completed a non-brokered private placement of 814,075 flow-through shares ("FT Shares") at a price of \$0.27 per FT Share and 2,890,909 common shares at a price of \$0.22 per share for total proceeds of \$855,800 (the "Offering").

The proceeds will be used primarily to fund exploration and development costs of the Company's mineral projects and for general corporate purposes. More specifically, the proceeds of the sale of the FT Shares will be used to incur eligible Canadian exploration expenses and flow-through mining expenditures, as defined under the *Income Tax Act* (Canada), that will be renounced in favour of the purchasers with an effective date of no later than December 31, 2017.

The common shares issued under the Offering are subject to a hold period expiring on April 23, 2018. The Offering was made under the prospectus exemptions under applicable securities legislation and is subject to the final acceptance of the TSX Venture Exchange. Following completion of the Offering, the Company has 36,690,111 common shares issued and outstanding.

The Company also announced the resignation of Mr. Jean Rainville as director of the Company.

The Company also reports that the Company has filed a National Instrument 43-101 ("NI 43-101") Technical Report supporting the mineral resource for the James Bay Niobium Project in Ontario, reported in the Company's news release dated November 16, 2017.

The NI 43-101 Technical Report was prepared by Dorota El Rassi, P.Eng. and Paul Chamois, P.Geo. of Roscoe Postle Associates Inc., both being considered as independent "Qualified Person" as that term is defined in NI 43-101. The NI 43-101 Technical Report may be found on the Company's website at www.niobaymetals.com or under the Company's profile at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 - Reliance on Section 7.1(2) of Regulation 51-102

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Executive Officer

For further information, please contact Claude Dufresne, President and Chief Executive Officer, at 514-866-6500, ext. 221.

Item 9 - Date of Report

December 29, 2017.

NioBay Metals Inc.

TSX VENTURE : [NBY](#)



December 22, 2017 15:12 ET

Niobay Metals announces Completion of Financing and Provides a Corporate Update

MONTREAL, QUEBEC--(Marketwired - Dec. 22, 2017) - Niobay Metals Inc. (the "Company") (TSX VENTURE:NBY) is pleased to announce that it has completed a non-brokered private placement of 814,075 flow-through shares ("FT Shares") at a price of \$0.27 per FT Share and 2,890,909 common shares at a price of \$0.22 per share for total proceeds of \$855,800 (the "Offering").

The proceeds will be used primarily to fund exploration and development costs of the Company's mineral projects and for general corporate purposes. More specifically, the proceeds of the sale of the FT Shares will be used to incur eligible Canadian exploration expenses and flow-through mining expenditures, as defined under the *Income Tax Act* (Canada), that will be renounced in favour of the purchasers with an effective date of no later than December 31, 2017.

The common shares issued under the Offering are subject to a hold period expiring on April 23, 2018. The Offering was made under the prospectus exemptions under applicable securities legislation and is subject to the final acceptance of the TSX Venture Exchange. Following completion of the Offering, the Company has 36,690,111 common shares issued and outstanding.

Resignation of a Director

The Board also announces the resignation of Mr. Jean Rainville as director of the Company, for professional reasons. The Board would like to thank Mr. Rainville for his services to the Company and wish him much success in his other projects.

Filing of Technical Report

The Company is also pleased to report that the Company has filed a National Instrument 43-101 ("NI 43-101") Technical Report supporting the mineral resource for the James Bay Niobium Project in Ontario, reported in the Company's news release dated November 16, 2017.

The NI 43-101 Technical Report was prepared by Dorota El Rassi, P.Eng. and Paul Chamois, P.Geo. of Roscoe Postle Associates Inc., both being considered as independent "Qualified Person" as that term is defined in NI 43-101. The NI 43-101 Technical Report may be found on the Company's website at www.niobaymetals.com or under the Company's profile at www.sedar.com.

About Niobay Metals Inc.

NioBay Metals Inc. is a mining exploration company holding a 100% interest in the James Bay Niobium property in Ontario, Canada. In addition NioBay holds an option to acquire an interest of up to 65% in the La Peltrie gold project in northern Quebec, a 46.9% direct participation in certain mineral titles located in the Chibougamau region, Quebec, under a joint venture agreement with SOQUEM, and a 72.5% interest in the Crevier niobium and tantalum project, located in Quebec.

Cautionary Statement

Certain statements contained in this news release constitute forward looking information under the provisions of Canadian securities laws. All statements that address future plans, activities or events that the company believes, expects or anticipates will or may occur are forward-looking information. Specifically, this news release contains forward looking information about the Company's plans and intended use of proceeds. Forward looking information is based upon assumptions by management that are

subject to known and unknown risks and uncertainties beyond the company's control, including risks related to obtaining all necessary permits to carry out exploration work. There can be no assurance that outcomes anticipated in the forward looking information will occur, and actual results may differ materially for a variety of reasons. Accordingly, readers should not place undue reliance on forward-looking information. The company undertakes no obligation to update publicly or otherwise revise any forward-looking information, except as may be required by law.

The FT Shares and common shares issued under the Offering have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

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

Contact Information

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