

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Claim Post Resources Inc. ("**Claim Post**" or the "**Company**")
4950 Yonge Street, Suite 1008
North York, Ontario M2N 7H1

2. Date of Material Change:

June 21, 2017

3. News Release

The news release announcing the material change was released on June 21, 2017 through Newsfile Corp. and subsequently filed on the System for Electronic Document Analysis and Retrieval.

4. Summary of Material Change:

On June 21, 2017, the Company completed a non-brokered private placement (the "**Offering**") of unsecured convertible debentures (the "**Debentures**"). Pursuant to the Offering, which was over-subscribed, the Company accepted subscriptions for Debentures totaling approximately \$3.1 million.

5. Full Description of Material Change:

5.1 Full Description of Material Change

On June 21, 2017, the Company completed the Offering of Debentures. Pursuant to the Offering, which was over-subscribed, the Company accepted subscriptions for Debentures totaling approximately \$3.1 million.

The Debentures bear interest at a rate of 10% per annum and mature on June 21, 2018 (the "**Maturity Date**"). In lieu of a cash repayment on the Maturity Date, the Company has the option to pay all or any portion of the principal and/or accrued interest by issuing common shares ("**Common Shares**") to the holders of Debentures at a deemed price of \$0.055 per Common Share.

The holders of the Debentures have the option at any time prior to the earlier of the Maturity Date, a "change of control" of the Company or the business day immediately preceding the date specified by the Company for redemption of the Debentures to convert the principal amount of some or all of the Debentures and accrued interest thereon into Common Shares at a conversion price of \$0.055 per Common Share. Prior to the Maturity Date, the Company may at any time following the completion of a separate financing of at least \$2 million for the purpose of developing the Company's "Seymourville Silica Sand Project" (the "**Project Financing Date**") at its option redeem all, or any portion of the principal and accrued interest on the Debentures at a cash price equal to all outstanding principal and accrued interest under each Debenture plus a redemption premium equal to either: (i) an additional 5% of the principal sum if the redemption occurs within six months from the date of issuance of the Debentures; or (ii) an additional 3% of the principal sum if the redemption occurs after six months from the date of issuance of the Debentures.

The net proceeds of the Offering will be used for the early repayment of existing shareholder loans owed to the Company, the final payment to a third party on a quarry lease on the Company's "Seymourville Silica Sand Project" and for general working capital purposes.

All of the directors of the Company, being Charles Gryba, Lowell Jackson, John Assman and Richard Williams, participated in the Offering in the aggregate amount of \$655,000, thereby making the Offering a

"related party transaction" as defined under Multilateral Instrument 61-101 ("**MI 61-101**"). The Offering was exempt from the need to obtain minority shareholder and a formal valuation as required by MI 61-101 as the Company is listed on the TSX Venture Exchange and the fair market value of the Debentures to insiders or the consideration paid by insiders of the Company does not exceed 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing date of the Offering as the details of the Offering, including the amount to be raised pursuant to the Offering and the participation therein by related parties of the Company, had not been confirmed at that time and the Company wished to close the Offering on an expedited basis for sound business reasons and in a timeframe consistent with usual market practices for transactions of this nature.

The Board of Directors of the Company determined that the entering into of the Offering was in the Company's best interests and unanimously approved the transaction. No special committee was established in connection with the Offering. The Offering was approved by a resolution of the board of directors of the Corporation. No materially contrary view was expressed or made by any director who voted on the resolution. The Offering remains subject to the final acceptance of the TSX Venture Exchange. The Debentures and the Common Shares issuable upon conversion of the Debentures are subject to a statutory hold period expiring on October 22, 2017.

About Claim Post Resources Inc.

Claim Post Resources Inc. is a Canadian based mineral exploration company and a reporting issuer in Ontario, Alberta and British Columbia.

Claim Post is well positioned to take advantage of the significant and increasing market for frac sand and become a future leading provider of Tier 1 quality white silica sand proppant to shale oil drilling operations in the Williston Basin (both the Canadian and U.S. sides of the Border), and to the oil and natural gas plays in Western Canada from its Seymourville Frac Sand Project.

Claim Post is also the third largest land holder in Timmins Camp, after Goldcorp and Tahoe Resources, with properties that are prospective for gold and base metals. Management of the Company is focused on finding the missing western extensions of both the Dome and Hollinger gold systems.

There are 126,383,908 common shares of the Company currently issued and outstanding.

Disclaimer for Forward-Looking Information

Certain statements in this material change report related to the business prospects of the Company and the Offering and the securities issuable thereunder are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the ability to take advantage of an increasing market in frac sand and management's intention relating to the development of the Company's gold and base metal properties, the use of proceeds of Offering and receipt of the final approval of the TSX Venture Exchange. Such statements are qualified in their entirety by the inherent risks and uncertainties that the proceeds of the Offering may be used other than as set out in this news release, that the TSX Venture Exchange may not approve the Offering and such other factors beyond the control of the Company. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The name and business numbers of the executive officer of Claim Post who is knowledgeable of the material change and this report is:

Charles Gryba, President
Telephone: (416) 801-6366

9. Date of Report:

June 30, 2017