

MATERIAL CHANGE REPORT
Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

Bunker Hill Mining Corp. (formerly Liberty Silver Corp.)
401 Bay Street, Suite 2702
Toronto, Ontario M5H 2Y4

Item 2. Date of Material Change

December 13, 2017

Item 3. News Release

A news release was issued via GlobeNewswire on December 13, 2017.

Item 4. Summary of Material Change

Bunker Hill Mining Corp. ("**Bunker**" or the "**Company**", CSE:BNKR) announces closing of final tranche of previously announced private placement.

Item 5. Full Description of Material Change

The material change is fully described in the news release attached hereto.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Bruce Reid, President and Chief Executive Officer
Tel: (647) 500-4495

Item 9. Date of Report

This report is dated as of the 13th day of December 2017.

SCHEDULE "A"

NEWS RELEASE DATED DECEMBER 13, 2017

See attached.



Bunker Hill Mining Corp. Closes Final Tranche of C\$10,155,400 Private Placement

Not for distribution to United States Newswire Services or for dissemination in the United States

TORONTO, December 13, 2017 (GLOBE NEWSWIRE) -- **Bunker Hill Mining Corp.** (the "**Company**") (CSE:BNKR) is pleased to announce that it has closed the final tranche of its previously announced private placement (the "**Offering**") led by Red Cloud Klondike Strike Inc. and including Haywood Securities Inc. (collectively, the "**Agents**") to raise gross proceeds of C\$487,500 (the "**Second Tranche**"). In total, together with the first tranche of the private placement which closed on December 6, 2017, the Company has raised C\$10,155,400.

Pursuant to the Second Tranche, the Company issued 390,000 units (the "**Units**") at a price of C\$1.25 per Unit. Each Unit is comprised of one common share of the Company (a "**Common Share**") and one half of one transferable common share purchase warrant (a "**Warrant**"), each Warrant entitling the holder thereof to acquire one Common Share at a price of C\$2.00 until December 13, 2020.

In connection with the Offering, the Agents received a cash fee in an amount equal to 8.0% of the gross proceeds of the Offering (excluding proceeds from certain president's list subscribers) and were granted common share purchase warrants (the "**Broker Warrants**") entitling them to subscribe for that number of Common Shares equal to 4.0% of the aggregate number of Units sold in the Offering (excluding Units sold to certain president's list subscribers). Each Broker Warrant is exercisable at a price equal to C\$2.00 for thirty-six months following its issuance. The Company has issued an aggregate of 276,560 Broker Warrants to the Agents in connection with the Offering.

The proceeds from the Offering are being used primarily for lease payments, acquisition payments, exploration and development at the Bunker Hill Mine and for general corporate and working capital purposes.

All of the Units, including all underlying securities thereof, and the Broker Warrants issued in connection with the Second Tranche are subject to a hold period under applicable securities law until June 13, 2018. Securities of the Company sold in the Offering constitute "restricted securities" under U.S. securities laws and, accordingly, are also subject to additional resale restrictions. The Offering is subject to final acceptance of the Canadian Stock Exchange (CSE).

PRESS RELEASE



This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.

About Bunker Hill Mining Corp.

Bunker Hill Mining Corp. has an option to acquire 100% of the Bunker Hill Mine. Information about the Company is available on its website, www.bunkerhillmining.com, or in the SEDAR and EDGAR databases.

For additional information contact:

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Cautionary Statements

Certain statements in this news release are forward-looking and involve a number of risks and uncertainties. Such forward-looking statements are within the meaning of that term in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, as well as within the meaning of the phrase 'forward-looking information' in the Canadian Securities Administrators' National Instrument 51-102 – Continuous Disclosure Obligations. The forward looking statements made herein are based on information currently available to the Company and the Company provides no assurance that actual results will meet management's expectations or assumptions with respect to, among other things, the ability of the Company to successfully complete the acquisition of the Bunker Hill Mine Complex on the terms as announced or other satisfactory terms or at all, and fund the initial payments for which the Company does not have funds at this time, the Company's present and future financial condition, the Company's ability to secure financing, and the state of financial markets. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan", and may include statements regarding, among other things, the terms of the Bunker Hill Mine Complex acquisition and funding of the acquisition. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results relating to, among other things, results of exploration, project development, and the Company's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as: the inability of the Company to successfully acquire the Bunker Hill Mine Complex on the terms as announced or other satisfactory terms or at all, and fund the payments for which the Company does not have funds at this time; the inability of the Company to budget and manage its liquidity in light of the failure to obtain additional financing; the inability of the Company to develop or sustain an active public market for its securities; development of changes in general economic conditions and conditions in the financial markets; changes in demand and prices for precious metals; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; operational difficulties encountered in connection with the activities of the Company; and other matters discussed in this news release. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors made in public disclosures and filings by the Company should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.