

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item Name and Address of Company

1.
Fission 3.0 Corp.
700 – 1620 Dickson Avenue
Kelowna, British Columbia
Canada, V1Y 9Y2

Item Date of Material Change

2.
April 21, 2017

Item News Release

3.
A news release was disseminated on April 21, 2017, through the facilities of Marketwired and subsequently filed on SEDAR.

Item Summary of Material Changes

4.
On April 21, 2017, Fission 3.0 Corp. (the "**Company**") announced that further to news releases dated March 7, March 16 and March 31, 2017, it has closed the second and final tranche of the non-brokered private placement financing of units of the Company ("**Units**"), subject to final approval of the TSX Venture Exchange (the "**TSX-V**").

Item Full Description of Material Changes

5.
The Company announced the closing of the second and final tranche of the non-brokered private placement financing of Units (the "**Private Placement**").

The second tranche of the Private Placement financing consists of 24,182,683 Units issued at a price of C\$0.07 per Unit, for gross proceeds of C\$1,692,788. In the aggregate, the first and second tranches of the Private Placement comprise 41,846,383 Units for gross proceeds of C\$2,929,247.

Each Unit consists of one common share (each a "**Common Share**") in the capital of the Company and one-half of one Common Share purchase warrant (each whole warrant a "**Warrant**"). Warrants issued in the first tranche of the Private Placement are exercisable for an additional common share until March 31, 2019 and Warrants issued in the second tranche of the Private Placement are exercisable for an additional common share until April 21, 2019, all at an exercise price of C\$0.10 per Warrant. The Common Shares issued may be traded by the holders through the facilities of the TSX-V but will be subject to a statutory hold period.

In connection with the closing of the second tranche of the Private Placement, the finders received an aggregate cash commission of \$54,023, representing 7.5% of the gross proceeds raised by such finders, plus an aggregate of 771,758 non-transferable finder's warrants ("**Finder's Warrants**"), representing 7.5% of the number of units issued and sold pursuant to the efforts of the finders under the Private Placement. In the aggregate, the first and second tranches of the Private Placement comprise a cash commission of \$88,729 and 1,267,560 Finder's Warrants. Finder's Warrants issued in the first tranche of the Private Placement are exercisable for an additional common share until March 31, 2019 and Finder's Warrants issued in the second tranche of the Private Placement are exercisable for an additional common share until April 21, 2019, all at an exercise price of C\$0.07 per Finder's Warrant.

The net proceeds from the sale of the Units will be used to advance development of the Company's properties and for general working capital.

The securities offered under the financings 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, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

Related Party Transaction

Fission Uranium Corp. ("**FCU**") acquired 5,170,410 Units in the second tranche of the Private Placement in consideration for the payment of \$361,928.70. Prior to the closing of the second tranche of the Private Placement, FCU owned 11.24% of the issued and outstanding Common Shares of the Company, and as a result, is an insider of the Company and its subscription for Units in the Company constitutes a "related party transaction" within the meaning of MI 61-101. FCU acquired 2.35% of the issued and outstanding Common Shares of the Company, bringing its current holding up to 12.36% of the Common Shares of the Company. Assuming exercise of the Warrants, FCU would own approximately 13.37% of the issued and outstanding Common Shares of the Company.

The related party transaction does not require a formal valuation since the Company is not listed on one of the specified markets set forth in section 5.5(b) under MI 61-101, and does not require shareholder approval since the fair market value of the transaction does not exceed 25% of the Company's market capitalization as set forth in section 5.7(a) under MI 61-101.

Certain directors and officers of the Company are also on the board of FCU. Each conflicted director of the Company and FCU disclosed their interest to the respective board and abstained from voting on the resolutions authorizing the related party transaction. The non-conflicted directors of each of the Company and FCU approved the transaction at separate board meetings. To the knowledge of the Company or any director or senior officer of the Company, after reasonable inquiry: (a) no "prior valuations" (as defined in MI 61-101) in respect of the Company have been prepared within the 24 months preceding the date hereof; and (b) no bona fide prior offers in respect of the Company have been prepared within the 24 months preceding the date of the transaction.

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

Paul Charlish
Chief Financial Officer & Corporate Secretary
Tel: 778-484-8030

Item 9. Date of Report

May 1, 2017