

**FORM 51-102F3**  
***Material Change Report***

Item 1. **Name and Address of Company**

Transatlantic Mining Corp.  
800 – 1199 West Hastings Street  
Vancouver, B.C.  
V6E 3T5

Item 2. **Date of Material Change**

August 28, 2017

Item 3. **News Release**

A news release dated August 28, 2017 concerning the material change was forwarded to Canada Newswire for dissemination and was SEDAR filed with the British Columbia, Alberta and Ontario Securities Commissions and the TSX Venture Exchange.

Item 4. **Summary of Material Change**

The Company has announced the closing of the first tranche of its private placement announced July 19, 2017, comprising 22,000,000 subscription receipts at \$0.10, for total gross proceeds of \$2,200,000. One of the investors is a related party of the Issuer.

The Company has also closed its acquisition of the US Grant Mine property, Montana, employing the proceeds of the subscription receipt financing.

Item 5. **Full Description of Material Change**

The Company has received TSX Venture Exchange approval to close its first phase financing of subscription receipts at \$0.10 per subscription receipt. The Company has received subscriptions for a total of 22,000,000 subscription receipts for total gross proceeds of \$2,200,000, and has now closed on that phase of the financing.

The Company has also received Exchange approval to close its acquisition of the US Grant Mine property, Montana, and that transaction has now also closed. The closing funds in the amount of US\$1,650,000 were provided by the proceeds of the subscription receipt financing referred to in the foregoing. Under the original Mining Lease and Option to Purchase Agreement, the Company will be required to make a further payment of US\$2,000,000 on the first anniversary of closing, and a further US\$2,000,000 on the second anniversary of closing.

As a result of the closing of the US Grant transaction, the subscription receipts have now automatically converted into units of the Company on a 1:1 basis. Accordingly, the 22,000,000 subscription receipts have been converted into an equivalent number of units, with each unit comprising one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share of the Company for a period of three years at a price of \$0.15. The common shares and share purchase warrants are subject to a four-month hold period.

The Company is continuing with the second phase of the financing announced July 19, 2017, comprising up to 53,000,000 units at a price of \$0.10 per unit, for additional proceeds of up to \$5,300,000. The units under the second phase financing are identical to the units issued upon conversion of the subscription receipts, as referred to in the foregoing. Finders' fees in cash and/or securities are payable under both the first and the second phases of the financing. The Company expects to update the status of the second phase financing in the near future, including the finders' fees paid and the hold period expiry dates for both phases.

Bernie Sostak ("Sostak"), a director and officer of the Company, purchased 1,070,000 subscription receipts from the placement of 22,000,000 subscription receipts referred to in the foregoing (the "Placement"), which have now been converted into 1,070,000 common shares of the Issuer and 1,070,000 share purchase warrants, each entitling the holder to purchase one additional common share on or before August 28, 2020 at the price of \$0.15. Prior to the transaction, Sostak owned 316,878 shares of the Company representing 1.46% of the Company's then issued common shares. As a result of the Placement, Sostak now owns a total of 1,386,878 common shares of the Company representing approximately 3.17% of the Company's issued common shares. Sostak also owns warrants for the purchase of 1,070,000 common shares of the Company as a result of the Placement. The anticipated effect of the exercise of the warrants, in whole or in part, on the percentage of securities of the Company that will be owned by Sostak cannot be predicted as such percentage will be dependent on the number of other warrants and other outstanding convertible securities exercised in the intervening period, any sales or purchases of shares effected by Sostak in the intervening period, and any further share issuances by Company in the intervening period.

Equity financing is a significant source of capital for the Company, and the Company's purpose and business reason for conducting the Placement was to raise capital to acquire the US Grant Mine property, Montana. The Placement increased the Company's outstanding share capital by 22,000,000 shares and the exercise of the warrants comprised in the Placement will increase the Company's outstanding share capital by up to a further 22,000,000 shares. The exercise of all of the 22,000,000 warrants would generate \$3,300,000 in new funding for the Company which would facilitate the Company's continuing operations.

Otherwise, the Placement is not expected to materially affect the Company's business and affairs.

The acquisition of shares by Sostak will increase his voting influence at General Meetings of the Company. Also, to the extent that the value of the Company's common shares increases, he could derive a financial benefit from the sale of his shares.

The Placement was approved by the Company's Board of Directors, with no director in opposition. No independent committee of the Board was formed to consider the transaction. No formal valuation was obtained for the transaction, and neither the Company nor any director or senior officer of the Company is aware, after reasonable inquiry, of any valuation in respect of the Company prepared within the past 24 months that would be relevant to the transaction.

The Company is exempt from the requirements of Policy 5.9 with respect to the preparation of an independent valuation in connection with the Placement, as the securities of the Company are listed only on the TSX Venture Exchange. The Company is also exempt from the requirements of Policy 5.9 with respect to minority shareholder approval of the Placement as it constitutes a distribution of securities for cash, neither the fair market value of the securities issued nor the consideration paid for the securities, insofar as the transaction involved interested parties, exceeded \$2,500,000, the Company has one or more independent directors and all of the independent directors approved the transaction, and neither the Company nor, to the knowledge of the Company after reasonable enquiry, any of the related parties who participated in the Placement had knowledge of any material information concerning the Company or its securities that had not been generally disclosed.

The Placement was conducted with Sostak pursuant to private placement subscription agreements that contained the sale and purchase terms as to price and the securities offered referred to in the foregoing, and representations, closing procedures and other terms and conditions typical in such agreements. This report is filed less than 21 days prior to date of the closing of the Placement as the Placement has been previously announced, the Placement is fully subscribed, the required filings have been made with the TSX Venture Exchange and there is no compelling reason to close at any other time.

The disclosure in this material change report is not intended for distribution to United States newswire services or for dissemination in the United States, and does not constitute an offer of the securities described herein. The securities offered have not been and will not be registered under the U.S Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Item 6. **Reliance on Subsection 7.1(2) of National Instrument 51-102**

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Executive Officer**

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

Bernie Sostak  
President & CEO  
Tel: +61 (0) 439 904 044

Item 9. **Date of Report**

September 7, 2017