

**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**

November 2, 2018

Item 3. **News Release**

A news release dated November 2, 2018 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**

Further to the Company's news release of August 28, 2017, the Company has announced the closing of further tranches of its private placement originally announced July 19, 2017. A total of 26,334,660 units have been issued at \$0.10 per unit under the private placement, in addition to the 22,000,000 units announced August 28, 2017, for a total of 48,334,660 units issued. One of the investors is a related party of the Company.

The Company has also closed a shares-for-debt transaction pursuant to which \$1,560,873 in debt has been settled by the issuance of 15,608,730 common shares and 2,234,654 share purchase warrants. Two creditors who settled debt totalling \$1,250,000 are related parties of the Company.

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

By news release of July 19, 2017, as amended and updated by news releases of August 28 and September 7, 2017, the Company announced a private placement (the "Placement") of up to 75,000,000 units at \$0.10 per unit. Each unit (a "Unit") comprised one common share and one share purchase warrant entitling the holder to purchase one additional share at a price of \$0.15, exercisable for three years. As announced in the August 28, 2017 news release, the Company issued 22,000,000 of the Units (the "First Closing") pursuant to the conversion of 22,000,000 subscription receipts issued specifically to finance the acquisition of the US Grant Mine. In addition, the Company closed on a further 18,155,910 Units (the "Second Closing"). The hold period on the total of 40,155,910 Units so issued under the First Closing and Second Closing has since expired. Bernie Sostak, the

Company's President, CEO and a director, purchased 2,600,000 Units in total under the Placement constituting, to that extent, a related party transaction with Mr. Sostak. 1,070,000 of the Units were purchased under the First Closing, and the remaining 1,530,000 Units were purchased under the Second Closing. The Company paid finders' and corporate advisory fees in connection with the Placement totaling \$157,275 and 1,137,500 share purchase warrants having the same terms and conditions as the warrants comprised in the Units.

In addition to the foregoing, the Company has now received Exchange approval to, and closed on, an additional 8,178,750 Units, for proceeds of \$817,875 (the "Third Closing"). The shares and warrants so issued will be subject to a four month hold period expiring March 4, 2018. With the Third Closing, the Company has issued a total of 48,334,660 Units under the Placement, and sales under the Placement have concluded.

The Company has also received Exchange approval of, and closed on, a shares-for-debt offering pursuant to which debt in the total amount of \$1,560,873 was settled at \$0.10 per share, resulting in the issuance of a total of 15,608,730 common shares (the "SFD Offering"). In addition, a total of 2,234,654 warrants were issued to certain creditors who are at arm's length to the Company. Each warrant will entitle the holder to purchase one common share at a price of \$0.15, exercisable for a period of three years. Two of the creditors with whom debt was settled are Bernie Sostak, the Company's President, CEO and a director, and Ray Parry a director of the Company, and hence the settlement of debt with these individuals was a related party transaction. Messrs. Sostak and Parry settled \$1,200,000 and \$50,000 in debt respectively, resulting in the issuance of 12,000,000 shares and 500,000 shares, respectively. The shares and warrants issued pursuant to SFD Offering are subject to a four month hold period expiring March 4, 2018.

As stated in the foregoing, Bernie Sostak ("Sostak"), a director and officer of the Company, acquired 1,070,000 Units of the Company pursuant to the First Closing, as reported in a material change report dated September 7, 2017. Sostak owned 316,878 common shares of the Company at the time of that purchase, giving him a total of 1,386,878 common shares of the Company, representing 3.17% of the Company's then-issued common shares. Pursuant to the Second Closing and the SFD Offering, Sostak acquired a further 1,530,000 common shares and 12,000,000 common shares, respectively, for a total of 13,530,000 common shares, bringing his total common shareholding in the Company to 14,916,878 common shares, representing 17.42% of the Company's currently issued common shares. Sostak also owns warrants for the purchase of an additional 1,070,000 common shares, acquired pursuant to the First Closing, and warrants for the purchase of 1,530,000 common shares, acquired pursuant to the Second Closing. 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 the Company in the intervening period.

Ray Parry (“Parry”), a director of the Company, acquired 500,000 common shares by settling \$50,000 in debt pursuant to the SFD Offering. Mr. Parry did not previously own any common shares of the Company. The 500,000 common shares so acquired represent 0.58% of the Company’s currently issued common shares.

Equity financing, which includes the elimination of debt by the issuance of common shares, is a significant source of capital for the Company, and the Company’s purpose and business reason for conducting the Placement and the SFD Offering was to raise capital to acquire the US Grant Mine property, Montana, and improve working capital. The Placement and the SFD Offering increased the Company’s outstanding share capital by 63,943,395 common shares and the exercise of the warrants comprised in the Placement and the SFD Offering will increase the Company’s outstanding share capital by up to a further 50,873,395 common shares. The exercise of all of the 50,873,395 warrants would generate \$7,631,009 in new funding for the Company which would facilitate the Company’s continuing operations. Otherwise, the Placement and the SFD Offering are not expected to materially affect the Company’s business and affairs.

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

The Placement and the SFD Offering were approved by the Company’s Board of Directors, with no director in opposition. No independent committee of the Board was formed to consider either transaction. No formal valuation was obtained for either 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 either transaction.

The Company is exempt from the requirements of Policy 5.9 with respect to the preparation of an independent valuation in connection with both the Placement and the SFD Offering, 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 and SFD Offering as they constitute 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 and the SFD Transaction had knowledge of any material information concerning the Company or its securities that had not been generally disclosed.

The Placement and the SFD Offering were conducted with Sostak and Parry pursuant to a private placement subscription agreement and shares-for-debt settlement agreements that contained the sale and settlement 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 and SFD Offering as both transactions have now received formal Exchange approval there is no compelling reason to delay the closing.

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**

November 7, 2018