FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Black Iron Inc.
65 Queen Street West
Suite 815
Toronto, ON M5H 2M5

Item 2 Date of Material Change

January 31, 2014

Item 3 News Release

A news release was issued by Black Iron Inc. ("Black Iron" or the "Company") on January 31, 2014 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Black Iron entered into an agreement with Dundee Securities Ltd. (the "Underwriter") whereby the Underwriter agreed to purchase, on a "bought deal" private placement basis, 17,680,000 units of the Company (each, a "Unit") at a price of $0.17 per Unit (the "Offering Price") for total gross proceeds of $3,005,600 (the "Offering").

Item 5 Full Description of Material Change

Black Iron entered into an agreement with the Underwriter whereby the Underwriter agreed to purchase on a “bought-deal” private placement basis, 17,680,000 Units at the Offering Price for total gross proceeds of $3,005,600. Each Unit will consist of one common share of the Company and one common share purchase warrant ("Warrant"). Each Warrant will entitle the holder thereof to acquire one common share of the Company at a price of $0.25 for a period of 36 months following the closing date of the Offering (the "Closing Date"). The Warrants will not be listed for trading.

The Offering is expected to close on or about February 20, 2014. The net proceeds will be used for continued advancement of the Company's Shymanivske Project and for working capital and general corporate purposes. All securities issued will be subject to a four month hold period. The Offering is subject to a number of conditions, including, without limitation, receipt of all regulatory approvals.

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

Matt Simpson
President & Chief Executive Officer
(416) 309-2138

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Item 9 Date of Report

February 13, 2014

Cautionary Note

This document does not constitute an offer to sell or a solicitation of an offer to buy securities, nor shall there be any sale of securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

This document contains forward-looking information which may include, but is not limited to, statements about the completion of the Offering and the expected use of proceeds; the timing and amount of future exploration and development of the project; and the future financial or operating performance of the Company and its projects. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "believes" or variations (including negative variations) of such words and phrases, or by the use of words or phrases that state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking information is based on certain assumptions and analyses made by the Company and based on known facts at the time. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained in this document, including, without limitation, those described in the Company's public disclosure documents which may be found under the Company's profile on SEDAR. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in such forward-looking information, there may be other factors that may cause actions, events or results to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should assumptions underlying such forward-looking information prove incorrect, actual results, performance or achievements may vary materially from those expressed or implied by the forward-looking information contained in this document. The forward-looking information contained herein is made as of the date of this document and the Company disclaims any obligation to update or review such information or statements, whether as a result of new information, future events or results or otherwise, except as required by law.

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