

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Fortune Minerals Limited (the **Company**)
148 Fullarton Street
Suite 1600
London, Ontario N6A 5P3

2. **Date of Material Change**

March 8, 2017.

3. **News Release**

The news release attached hereto as Schedule "A" announcing the material change described herein was released through Canada News Wire Group at London, Ontario on March 8, 2017.

4. **Summary of Material Change**

On March 8, 2017, the Company closed its previously announced short form prospectus offering (the "**Offering**") of units (the "**Units**") of the Corporation with Cormark Securities Inc. (the "**Underwriter**"), acting as underwriter, on a bought deal basis. The Company issued 25,800,000 Units at a price of \$0.25 per Unit for total gross proceeds of \$6,450,000 (including 3,000,000 Units issued as a result of the Underwriter exercising its overallotment option in full).

5. **Full Description of Material Change**

5.1 Full Description of Material Change

On March 8, 2017, the Company closed the Offering and issued 25,800,000 Units at a price of \$0.25 per Unit for total gross proceeds of \$6,450,000 (including 3,000,000 Units issued as a result of the Underwriter exercising its overallotment option in full). Each Unit consists of one common share in the capital of the Company (a "**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.35 at any time prior to 5:00 p.m. (Toronto time) on the date that is 2 years following the closing date of the Offering.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report.

Robin Goad
President
(519) 858-8188

9. **Date of Report**

March 13, 2017.



Schedule "A"

FORTUNE MINERALS LIMITED

148 Fullarton Street, Suite 1600, London, Ontario, Canada N6A 5P3
Tel. 519-858-8188 ~ Fax. 519-858-8155

March 8, 2017

NEWS RELEASE

FORTUNE MINERALS ANNOUNCES CLOSING OF BOUGHT DEAL FINANCING

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

LONDON, ONTARIO, **Fortune Minerals Limited (TSX: FT) (OTCQX: FTMDF)** ("**Fortune**" or the "**Company**") (www.fortuneminerals.com) is pleased to announce that it has closed its previously announced short form prospectus offering (the "**Offering**") of units (the "**Units**") of the Corporation with Cormark Securities Inc. (the "**Underwriter**"), acting as underwriter, on a bought deal basis. The Company has issued 25,800,000 Units at a price of \$0.25 per Unit for total gross proceeds of \$6,450,000 (including 3,000,000 Units issued as a result of the Underwriter exercising its over-allotment option in full).

Each Unit consists of one common share in the capital of the Company (a "**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at a price of \$0.35 at any time prior to 5:00 p.m. (Toronto time) on the date that is 2 years following the closing date of the Offering.

The net proceeds of the Offering are expected to be used to, among other things, update the feasibility study capital and operating costs for the NICO Cobalt-Gold-Bismuth-Copper project and for general corporate matters.

This press release shall not constitute an offer to sell or solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities will not be and have not been registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements.

About Fortune Minerals

Fortune is a Canadian development stage mining company focused on advancing the vertically integrated NICO gold-cobalt-bismuth-copper project in the Northwest Territories and a related refinery the Company plans to construct in Saskatchewan. Fortune also owns the Sue-Dianne copper-silver-gold deposit located 25 km north of NICO and a potential future source of incremental mill feed to extend the life of the NICO mill. The Company also maintains the right to repurchase the Arctos anthracite coal deposits in northwest British Columbia that were recently purchased by a provincial Crown corporation.

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For further information please contact:

Fortune Minerals Limited

Troy Nazarewicz

Investor Relations Manager

info@fortuneminerals.com

Tel.: (519) 858-8188

www.fortuneminerals.com

This press release contains forward-looking information and forward-looking statements within the meaning of applicable securities legislation. This forward-looking information includes statements with respect to, among other things, the Company's plans to develop the NICO project (including the Company's plans to secure off-take agreements and project financing to start construction), estimated future production, anticipated growth in the demand for cobalt, anticipated constraints on the supply of cobalt and plans for the construction of an all-season road needed for operations at the NICO Project. Forward-looking information is based on the opinions and estimates of management as well as certain assumptions at the date the information is given (including, in respect of the forward-looking information contained in this press release, assumptions regarding the Company's ability to arrange the necessary financing to continue operations and develop the NICO project, growth in the demand for cobalt, restrictions on the supply of cobalt and the proposed construction of the all-season road, the economic environment in which the Company will operate in the future, including the price of gold, cobalt and other by-product metals, anticipated costs and the volumes of metals to be produced at the NICO Project). However, such forward-looking information is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. These factors include the risks that the Company may not be able to finance and develop NICO on favourable terms or at all, the market for rechargeable batteries and the use of stationary storage cells may not grow to the extent anticipated, the future supply of cobalt may not be as limited as anticipated, the Company's production of cobalt and other metals may be less than anticipated and other operational and development risks, market risks and regulatory risks. Readers are cautioned to not place undue reliance on forward-looking information because it is possible that predictions, forecasts, projections and other forms of forward-looking information will not be achieved by the Company. The forward-looking information contained herein is made as of the date hereof and the Company assumes no responsibility to update or revise it to reflect new events or circumstances, except as required by law.