

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

ABACUS MINING & EXPLORATION CORPORATION

615 – 800 West Pender Street

Vancouver, BC V6C 2V6

Telephone No. (604) 682-0301

Item 2 Date of Material Change

State the date of the material change.

December 28, 2015

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51–102.

The News Release was disseminated on December 29, 2015 by MarketWired.

Item 4 Summary of Material Change

Abacus Mining & Exploration Corporation announced that the Board of Directors have approved the grant of stock options to employees, consultants, directors and officers of the Company, allowing for the purchase of up to, in the aggregate, 5,625,000 shares, for a period of 5 years from December 28, 2015, at \$0.06 per share, pursuant to the Company's approved stock option plan and subject to regulatory policies.

Item 5 Full Description of Material Change

Vancouver, BC – December 29, 2015. Abacus Mining & Exploration Corporation (“**Abacus**” or the “**Company**”) (TSXV:AME) announces that the Board of Directors have approved the grant of 5,625,000 stock options to employees, consultants, directors and officers of the Company. The stock options, provided under the Company's approved stock option plan (the “Plan”), are exercisable at a price of \$0.06 per share for a period of five years from the date of grant, and are subject to regulatory policies. Total stock options granted to date represent 46% of the maximum allowable number under the Plan and 5.3% of the issued and outstanding capital of the Company.

Item 6 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

No information has been intentionally omitted from this form.

Item 7 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Michael McInnis
Abacus Mining & Exploration Corporation
615 – 800 West Pender Street
Vancouver, BC V6C 2V6
Telephone: (604) 682-0301
Fax: (604) 682-0307

Item 9 Date of Report

DATED at Vancouver, British Columbia, this 29th day of December, 2015.