**BC FORM 51-102F3**
**(the "Report")**

**SECURITIES ACT**

**MATERIAL CHANGE REPORT UNDER NATIONAL INSTRUMENT 51-102**

**Item 1. Reporting Issuer**

**ABACUS MINING & EXPLORATION CORP.** (the "Company")
1000 - 1050 West Pender Street
Vancouver, British Columbia
V6E 3S7

**Item 2. Date of Material Change**

April 12, 2018

**Item 3. Press Release**

A press release was issued in Vancouver, British Columbia on April 4, 2018 through GlobeNewswire.

**Item 4. Summary of Material Change**

On April 3, 2018, the Company closed a non-brokered private placement for gross proceeds of $828,500 through the issuance of 4,124,500 units ("Units") at a price of $0.20 per Unit. Each Unit consists of one common share of the Company and one non-transferable common share purchase warrant, with each warrant exercisable to purchase one common share of the Company at a price of $0.30 per common share for a period of three years from the date of closing.

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

**Private Placement -**

The Company closed on April 3, 2018 the non-brokered private placement announced February 28, 2018. On April 3, 2018, the Company issued 4,142,500 units of the Company ("Units") at a price of $0.20 per Unit for total gross proceeds of $828,500. Each Unit consists of one common share of the Company and one non-transferable common share purchase warrant, with each warrant exercisable to purchase one common share of the Company at a price of $0.30 per common share for a period of three years from the date of closing of the financing.

Proceeds from the financing will be applied towards the drill program at the Company's Willow project in Nevada, and general working capital and corporate purposes.

The financing received final TSX Venture Exchange approval on April 11, 2018. No finder's fees were payable on the financing, and all securities issued are subject to a statutory four month hold period expiring on August 4, 2018. Insiders of the Company subscribed for an aggregate of 650,000 Units in the financing.

**Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7. Omitted Information**

N/A

**Item 8. Executive Officer**

Paul Anderson, President and COO, at 604-682-0301

**Item 9. Date of Report**

The Report is dated April 12, 2018.