

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and address of the Company

Arianne Phosphate Inc.
393 Racine Street East, Suite 200
Chicoutimi, Québec G7H 1T2

Item 2 Date of material change

December 29, 2017

Item 3 News release

The press release was issued and distributed via Marketwire on January 2, 2018.

Item 4 Summary of material change

Arianne closes \$1,915,219 private placement.

Item 5 Full description of material change

Arianne Phosphate Inc. announced that it has closed on a private placement financing for gross proceeds of \$1,915,219 (the “**Offering**”). The majority of the financing was subscribed for by current shareholders of Arianne and, included the participation of all of the Company’s Board of Directors and several members of the management team.

Under the terms of the Offering, the Company issued 3,040,030 units (the “**Units**”) at a price of \$0.63 per Unit. Each Unit is comprised of one common share (a “**Common Share**”) and one half of one common share purchase warrant (each whole warrant being a “**Warrant**”). Each Warrant entitles its holder to purchase one common share at a price of \$0.85 per share until December 29, 2020 (being 36 months following the closing date). If, however, at any time after four (4) months and one (1) day following the closing date, the trading price of the Common Shares on the TSX Venture Exchange (the “**Exchange**”) is equal to or exceeds \$1.25 for a period of ten (10) consecutive trading days, as evidenced by the price at the close of market, the Company shall be entitled to notify the holders of Warrants of its intention to force the exercise of the Warrants. Upon receipt of such notice, the holders of the Warrants shall have 30 days to exercise the Warrants, failing which the Warrants will automatically expire. In conjunction with this financing, Arianne has paid finder fees to several agents in the amount of \$43,029 and issued 66,800 non-transferable warrants entitling to acquire same number of Common Shares at a price of \$0.63 per share until December 29, 2020.

The securities issued in connection with the financing are subject to a regulatory hold period of four (4) months and one (1) day expiring on April 30, 2018. The financing remains subject to the final approval of the Exchange.

Directors and officers of the Company participated in the Offering and subscribed for an aggregate of 345,530 Units representing an aggregate amount of \$217,684. Participation of insiders of the Company in the Offering constitutes a "related party transaction" as defined under *Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions* ("**Regulation 61-101**"). The Offering is exempt from the formal valuation and minority shareholder approval requirements of Regulation 61-101 as neither the fair market value of securities being issued to insiders nor the consideration being paid by insiders will exceed 25% of the Company's market capitalization. The

Company did not file a material change report 21 days prior to the closing of the Offering as the details of the participation of insiders of the Company had not been confirmed at that time.

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Jean-Sébastien David
Chief Operating Officer
Tel.: 418-549-7316

Item 9 Date of Report

January 8, 2018