

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

MK2 Ventures Ltd.
Suite 907 - 1030 West Georgia Street
Vancouver, BC V6E 2Y3

Item 2 Date of Material Change

May 24, 2019

Item 3 News Release

The news release was disseminated through Globe Newswire

Item 4 Summary of Material Change

MK2 Ventures Ltd. announces that it has acquired additional mineral claims contiguous to the northwest and southeast, of the Bakar high grade copper property (the "Bakar Property"), located on Northern Vancouver Island, British Columbia.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

MK2 Ventures Ltd. is pleased to announce that it has acquired additional mineral claims contiguous to the northwest and southeast, of the Bakar high grade copper property (the "Bakar Property"), located on Northern Vancouver Island, British Columbia. As announced on May 2, 2019, the Company entered into a definitive purchase agreement dated May 1, 2019 with Longford Capital Corp. to acquire a 100% ownership interest in the Bakar Property.

The additional mineral claims will increase the size of the Bakar Property from 1,349 hectares (ha) to 15,687 ha (Figure 1), at a cost of approximately \$25,000. This much larger land package contains several BC MINFILE occurrences of redbed copper-silver style mineralization that has not seen any substantial or modern exploration. These additional mineral claims also cover prospective geological, geophysical, and geochemical features that include:

- a **major structural suture** that runs NW-SE through the property;
- **magnetic high features** adjacent to an **extensive NW-SE magnetic low corridor** that shows a **significant flexure** on the property;
- NW-SE trending **copper in stream sediment anomalies**; and
- **copper in till anomalies** that also trend NW-SE.

In addition, the Company has entered into a contract with Geotech Ltd., to complete an airborne Versatile Time Domain Electromagnetic (VTEM) Plus survey on the Bakar

Property, including a large portion of the newly acquired mineral claims. This airborne VTEM Plus survey is expected to commence imminently.

Seven outcrop chip samples recovered from the Bakar Property in December 2018 returned assays ranging from **0.01 to 38.9% Cu**, and **<0.1 to 221.0 g/t Ag** (Table 1). Four of these samples were recovered perpendicular to 0.5 to 1.0 m wide semi-massive sulphide (+/- native copper) lenses and veins. Disseminated, stringer, and fracture-hosted sulphide mineralization (chalcocite, bornite, and chalcopyrite) was observed to emanate from the high grade copper-silver lenses and veins hosted within a stratabound volcanic sequence showing an apparent thickness of over 30 m, and a NW-SE strike length of over 200 m.

The strong conductive nature of the mineralization observed on the Bakar Property makes VTEM Plus the preferred geophysical survey method for detecting potential significant redbed copper-silver type deposits. The VTEM Plus survey will be flown at 100 m line-spacing in order to provide the detail required to assess priority levels of any identified targets for drill testing (Figure 1).

Garrett Ainsworth, CEO of MK2, commented: “The expansion of the Bakar Property was part of our objective early on to acquire a large land package with prospective geologic features in a largely underexplored area. Bakar is now a regional scale land package, which contains geological units and contrasting contacts associated with metal precipitation, which is supported by stream sediment and till geochemical anomalies, and prospective magnetic features. We are excited to commence modern exploration at Bakar with the first ever VTEM Plus survey, which will be used to direct our geological mapping and geochemical work program over the next few months.”

Galen McNamara, VP Exploration & Development of MK2, commented: “The Bakar Property and additional staked area both contain very encouraging high grade copper at surface from which we identified widespread regional geological features, that we interpret to be fertile for redbed-style copper-silver mineralization. Because these deposits typically contain strong concentrations of highly conductive native copper and copper sulfides, VTEM is the ideal solution to identify anomalies which may lead to the detection of significant mineralization.”

Technical Information

All scientific and technical information in this news release has been prepared by or reviewed and approved by Garrett Ainsworth, PGeo, President and CEO of the Company and Galen McNamara, PGeo, Vice President Exploration and Development of the Company. Each of Mr. Ainsworth and Mr. McNamara is a qualified person for the purposes of National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*.

The chip samples from outcrop reported in this news release were recovered by Mr. Ainsworth and Mr. McNamara perpendicular to outcropping mineralization across widths of 0.5 to 1.0 m. A total of seven chip samples were then transported from the Bakar Property to Bureau Veritas Mineral Laboratories (BVML) in Vancouver, BC for preparation and analysis. Samples were analyzed for 45 elements with four acid digestion Inductivity Coupled Plasma – Mass Spectrometry (ICP-MS). Over limit sample values were re-assayed for copper values over 10.0% using copper assay by classical titration (GC820), and silver

values over 200 g/t by four acid digestion Inductivity Coupled Plasma - Emission Spectroscopy (ICP-ES).

Table 1: Bakar Outcrop Chip Sample Assay Results

Sample Number	Easting (m) NAD83	Northing (m) NAD83	Sample Interval (m)	Cu (wt%)	Ag (g/t)	Sample Description
3267001	566249	5611229	1.0	0.8	1.8	Quartz carbonate veining within an altered tuff with prevalent malachite staining.
3267002	565856	5611130	1.0	0.01	<0.10	Possible fault breccia of oxidized medium grained basalt with intensive limonite staining
3267003	566799	5612393	1.0	0.01	<0.10	Intense shearing and extensive limonite alteration present in a fine grained basalt with highly oxidized sulphides.
3267004	566620	5612443	0.5	38.7	221.0	Strongly mineralized and oxidized sheared basalt with tarnished sulphides including bornite, chalcocite, chalcopyrite and native copper.
3267005	566623	5612447	0.5	7.7	6.4	Moderately mineralized and oxidized sheared basalt with tarnished sulphides including bornite, chalcocite and malachite
3267006	566627	5612451	1.0	34.3	37.7	Strongly mineralized and oxidized sheared basalt with tarnished sulphides including bornite, chalcocite, chalcopyrite and malachite
3267007	566620	5612443	1.0	10.3	65.7	Moderately mineralized and oxidized sheared basalt with tarnished sulphides including bornite, chalcocite, chalcopyrite and native copper.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Officer

Garrett Ainsworth, CEO, 604-628-5616

Item 9 Date of Report

May 27, 2019