FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

Oronova Resource Corp.
Suite 3123 - 595 Burrard Street
Vancouver, BC, V7X 1J1

Item 2. **Date of Material Change**

November 15, 2016

Item 3. **News Release**

News Release dated November 15, 2016 and disseminated through Canada News Wire Service, and other various news dissemination services.

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Item 4. **Summary of Material Change**

The Issuer announced a change of its board of directors, the grant of incentive stock options and the creation of two new insiders of the Issuer through share acquisitions.

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

Jeffrey J. Scott, Frank Giustra and Duncan Nightingale have been appointed to the Company's board of directors and the Company has appointed Duncan Nightingale as Chief Executive Officer and Joanna Vastardis as Chief Financial Officer and Corporate Secretary. Marilyn Miller, Patrice Nazereno and David Tupper have resigned from the board

The Company has also entered into a mandate agreement with Fiore Management & Advisory Corp. to provide financial advice and corporate administration.

In connection with the foregoing appointments, an aggregate of 2,900,000 incentive stock options have been granted to directors, officers, consultants and charitable organizations at a price of $0.05 per share, exercisable for a period of 10 years, subject to TSX-V approval.

Jeffrey J. Scott acquired 5,750,000 common shares pursuant to a private transaction. The common shares acquired represent 17.14% of the issued and outstanding common shares of the Company. As a result of the acquisition of securities described above, Jeffrey J. Scott directly and indirectly, owns and or controls, in aggregate 5,750,000 common shares of the Issuer, representing 17.14% of the current issued and outstanding common shares of the Company and would own 6,250,000 common shares, representing 18.35% on a partially diluted basis, assuming exercise of 500,000 incentive stock options held by Mr. Scott directly.

Duncan Nightingale acquired 4,750,000 common shares pursuant to a private transaction. The common shares acquired represent 14.16% of the issued and outstanding common shares of the Company. As a result of the acquisition of securities described above, Duncan Nightingale directly and indirectly, owns and or controls, in aggregate 4,750,000 common shares of the Issuer, representing 14.16% of the current issued and outstanding common shares of the Company and would own 5,250,000 common shares, representing 15.42% on a partially diluted basis, assuming exercise of 500,000 incentive stock options held by Mr. Nightingale directly.

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

The Issuer is not relying on Subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7. **Omitted Information**

There is no omitted information.

Item 8. **Executive Officer**

Joanna Vastardis - (604) 609-6125

Item 9. **Date of Report**

Dated at the City of Vancouver, in the Province of British Columbia, this 22nd day of November, 2016.

"Joanna Vastardis"

Joanna Vastardis, CFO & Corporate Secretary