FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Canadian Spirit Resources Inc. (the "**Corporation**")
1520, 777 – 8th Avenue S.W.
Calgary, Alberta
T2P 3R5

2. Date of Material Change:

December 21, 2016

3. News Release:

A news release announcing the material changes was issued on December 21, 2016 for distribution through Marketwire.

4. Summary of Material Change:

The Corporation closed its non-brokered private placement offering of units.

5. Full Description of Material Change:

The Corporation closed its previously announced non-bokered private placement offering. The private placement was comprised of 4,166,668 units of the Corporation ("Units") at a price of $0.12 per Unit.

Each Unit issued pursuant to the private placement consists of one common share of the Corporation and one-half of one common share purchase warrant ("Warrants"). Each whole Warrant entitles the holder to purchase an additional common share of the Corporation for a period of one year at an exercise price of $0.12 per share.

Gross proceeds of the private placement were $500,000. Finder's fees of $6,000 were paid in connection with the closing. 85.00 % of the securities issued pursuant to the private placement are subject to a restricted resale period under Canadian securities laws until April 22, 2017.

The net proceeds of the offering will be used for various field activities and initiatives, and for general corporate purposes.

The private placement was a related party transaction under *Multilateral Instrument 61–101 - Protection of Minority Security Holders in Special Transactions* ("MI 61-101") as Richard Couillard, a Director, President and Chief Executive Officer of the Corporation, Jeffrey Dyck, a Director and Corporate Secretary of the Corporation and Elmag Investments Inc., an insider and control person of the Corporation purchased 208,336, 416,666 and 2,291,666 Units, respectively. Following completion of the private placement Richard Couillard owns 1,351,686, or 0.86%, of the outstanding common shares of the Corporation, Jeffrey Dyck owns 416,666, or 0.27%, of the outstanding common shares of the Corporation and Elmag Investments Inc. owns 58,056,166, or 37.04%, of the outstanding common shares of the Corporation.

The private placement was exempt from the formal valuation and minority shareholder vote requirements of MI 61–101 as the fair market value of the insiders' participation in the offering did not exceed 25% of the Corporation's market capitalization. The private placement was approved Donald Gardner and Alfred Sorensen, Directors of the Corporation who did not participate in the private placement.

6. Reliance on Subsection 7.1(2) National Instrument 51-102.

Not applicable.

7. Omitted Information:

No information has been omitted.

8. Executive Officer:

J.R. Richard Couillard
President and CEO
Telephone: 403-539-5005

9. Date of Report:

December 23, 2016