ESKAY MINING CORP.

36 Toronto Street, Suite 1000
Toronto, Ontario
M5C 2C5

FILED VIA SEDAR

British Columbia Securities Commission
12th Floor, Pacific Centre
701 W. Georgia St.
Vancouver, B.C., V7Y 1L2

Attention: Continuous Disclosure

Alberta Securities Commission
#600, 250 – 5th Street SW
Calgary, Alberta, T2P 0R4

Attention: Continuous Disclosure

Ontario Securities Commission
19th Floor, 20 Queen Street West
Toronto, Ontario, M5H 3S8

Attention: Continuous Disclosure

TSX Venture Exchange
3rd Floor, 130 King Street West
Toronto, Ontario, M5X 1E5

Attention: Continuous Disclosure

Dear Sirs/Mesdames:

Re: Material Change Report
Form 51-102F3

1. The name of the reporting issuer is **Eskay Mining Corp.** ("**Eskay**" or the "**Company**"), whose principal office is at 36 Toronto Street, Suite 1000, Toronto, Ontario, M5C 2C5.

2. The material change occurred on May 4, 2016.

3. A Press Release was published at Toronto on May 5, 2016.

4. The Company announced that, further to the press releases issued on April 22, 2016, it had closed the non-brokered offering of $200,000 with the sale of 2,000,000 WC Unit (the "**Offering**").

   Each WC Unit comprises one (1) common share of the Company priced at $0.10 and one (1) common share purchase warrant (each a "**WC Warrant**"). Each WC Warrant entitles the holder to acquire one (1) common share at a price of $0.15 until the earlier of (i) May 4, 2018; and (ii) in the event that the closing price of the common shares on the TSX Venture Exchange is at least $0.30 for twenty (20) consecutive trading days, and the 20th trading day (the "**Final Trading Day**") is at least four (4) months from May 4, 2016, the date which is thirty (30) days from the Final Trading Day. All securities issued pursuant to the Offering are legended and restricted from trading until September 5, 2016.

5. Insiders of the Company subscribed for $100,000 of the Offering. The insider private

placements are exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 ("**MI 61-101**") by virtue of the exemptions contain in section 5.5(a) and 5.7(1) (a) of MI 61-101 in that the fair market value of the consideration for the securities of the Company issued to the insiders does not exceed 25% of its market capitalization. The insider private placement were approved by the disinterested director.

The Company filed a material change report on April 25, 2016 (the "**Prior MCR**") in respect of the April 22, 2016 press release, which had indicated an intended closing of April 29, 2016, including subscription from insiders. The Offering was fully subscribed on May 4, 2016 and the insider private placement closed less than 21 days after the Prior MCR was filed contemporaneous with the closing of the funds available from arm's length investors.

The proceeds from the private placement will be used to repay a loan relating to the Company's SIB Property at Eskay Creek, British Columbia (the "**SIB Property**") to facilitate the transfer of the title of the SIB Property into the name of the Company and to provide the Company with working capital.

The following table indicates the common shares acquired by the insiders in this private placement, the post-closing direct and indirect holdings in Eskay held and the percentage the holding represents in the post-closing outstanding shares:

Name	**# of Shares issued pursuant to the private placement**	**Post- closing Direct & Indirect Holdings in the Issuer**	**% of Post-Closing Outstanding Shares[1]**	**% of Post-Closing Partially diluted Outstanding Shares[2]**
Balkam Partners Ltd. (Hugh M. Balkam)	500,000 Common Shares 500,000 Warrants	10,052,000[3] Common Shares 4,028,572 Options 500,000 Warrants	9.87%	13.71%
Gordon McMehen	500,000 Common Shares 500,000 Warrants	4,094,704 Common Shares 1,828,572 Options 575,000 Warrants	4.02%	6.23%

Notes:

(1) Based on issued and outstanding capital of 101,828,911 after giving effect to the private placement.

(2) Calculated based on partially-diluted outstanding capital for the holder including common shares issued on this transaction to the holder and assuming the exercise of all warrants and options held by the insider.

(3) Held as to 4,149,572 Common Shares indirectly through Balkam Partners Ltd. and 5,882,428 Common Shares directly by Mr. Balkam. Mr. Balkam also has control over 20,000 Common Shares owned by his spouse.

6. The report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

7. No information has been omitted because it is believed it should remain confidential.

8. Mr. Hugh M. Balkam, President, Chief Executive Officer and a director, may be contacted at 416-907-6151 concerning this report.

9. The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 6th day of May, 2016.

ESKAY MINING CORP.

"William R. Johnstone"

Per: ________________________________

WILLIAM R. JOHNSTONE
Corporate Secretary