

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

1. Name and Address of Company

Stina Resources Ltd. (the “**Company**”)
Ste 10 - 8331 River Road
Richmond, BC
V6X 1Y1

2. Date of Material Change

April 5, 2018

3. News Release

A press release disclosing the material change was released on April 6, 2018, through the facilities of Newsfile Corp.

4. Summary of Material Change

The Company completed the first tranche of its non-brokered secured convertible debenture financing (the “**Debenture Offering**”) through the issuance of \$2,150,000 principal amount of debentures (the “**Debentures**”). The Debentures mature on the second anniversary of the date of issuance and bear interest at a rate of 9.0% per annum, which shall accrue and be paid on the maturity date. Each Debenture shall be convertible into units (“**Debenture Units**”) of the Company at a conversion price of \$0.60 per Unit. Each Unit will be comprised of one common share (each, a “**Common Share**”) of the Company and one-half of a Common Share purchase warrant (each whole, a “**Debenture Warrant**”), each whole Debenture Warrant will be exercisable to purchase a Common Share at an exercise price of \$1.00 for a period of three (3) years from the date of issuance.

The Company also closed the second tranche of a non-brokered private placement for gross proceeds of \$2,687,999 through the issuance of 4,479,998 units (“**Units**”) of the Company at a price of \$0.30 per Unit (the “**Unit Offering**”). Each Unit consists of one Common Share of the Company and one-half of one Common Share purchase warrant (each whole warrant, a “**Unit Warrant**”). Each Unit Warrant entitles the holder thereof to purchase a Common Share at an exercise price of \$0.60 for a period of three (3) years following the closing of the Unit Offering.

5. Full Description of Material Change

The material change is fully described in the Company’s press release, which is attached as Schedule “A” and is incorporated herein.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Brian Stecyk, President & CEO of the Company at 780-953-0111

9. Date of Report

This report is dated at Toronto, this 10th day of April, 2018.

STINA RESOURCES LTD.

Per: *Brian Stecyk* (Signed)
Brian Stecyk
President & CEO

SCHEDULE "A"

STINA RESOURCES LTD.

Ste. 10 – 8331 River Road
Richmond, BC V6X 1Y1

NEWS RELEASE

April 6, 2018
For Immediate Release
Vancouver, British Columbia

STINA CLOSSES ADDITIONAL \$4.8 MILLION UNIT AND DEBENTURE OFFERING

April 6, 2018 – Stina Resources Ltd. (the “**Company**”) (CSE: SQA) (OTC: STNUF) is pleased to announce that, further to its press release dated March 13, 2018, it has completed the first tranche of its non-brokered secured convertible debenture financing (the “**Debenture Offering**”) through the issuance of \$2,150,000 principal amount of debentures (the “**Debentures**”). The Debentures mature on the second anniversary of the date of issuance and bear interest at a rate of 9.0% per annum, which shall accrue and be paid on the maturity date. Each Debenture shall be convertible into units (“**Debenture Units**”) of the Company at a conversion price of \$0.60 per Unit. Each Unit will be comprised of one Common Share of the Company and one-half of a Common Share purchase Warrant, each whole Warrant will be exercisable to purchase a Common Share at an exercise price of \$1.00 for a period of three (3) years from the date of issuance.

The Company is further pleased to announce that, pursuant to its press release dated March 28, 2018, it has closed the second tranche of its fully subscribed non-brokered private placement for gross proceeds of \$2,687,999 through the issuance of 4,479,998 units (“**Units**”) of the Company at a price of \$0.30 per Unit (the “**Unit Offering**”). Each Unit consists of one common share (a “**Common Share**”) of the Company and one-half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase a Common Share at an exercise price of \$0.60 for a period of three (3) years following the closing of the Unit Offering.

The balance of the Debenture Offering and Unit Offering are expected to close in the coming days.

Eligible persons (the “**Finders**”) were paid a cash commission equal to 6% of the proceeds raised from subscribers introduced to the Company by such Finders and Finder Warrants equal to 6% of the Units issued pursuant to the Unit Offering. Finders were also paid a cash commission equal to 6% of the proceeds raised from subscribers introduced to the Company with respect to the Debenture Offering.

Closing of the Offering is subject to receipt of all necessary corporate and regulatory approvals, including completion of the requisite filings with the Canadian Securities Exchange. All securities issued in connection with the Offering are subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation. Proceeds of the Offering will be used for general working capital purposes.

For further information, please contact:

Brian Stecyk

President

Telephone: 780-953-0111

The Canadian Securities Exchange has not reviewed this press release and does not accept responsibility for the adequacy or accuracy of this news release.

This news release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore, involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.

Not for distribution to U.S. news wire services or dissemination in the United States.