FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Prize Mining Corporation (the "Company" or "Prize")
Unit 2650, 645 - 7 Avenue SW
Calgary, Alberta, Canada
T2P 4G8
T: 403-236-2222

2. **Date of Material Change**

December 13, 2017

3. **News Release**

A News Release was disseminated on December 13, 2017 via Marketwired.

4. **Summary of Material Change**

The Company closed the previously announced non-brokered private placement offering of flow-through units (the "**Units**") of the Company (the "**Offering**") and has issued 2,300,000 Units at a price of $0.50 per Unit for gross proceeds of $1,150,000.

5.1 **Full Description of Material Change**

The Company closed the previously announced Offering and has issued 2,300,000 Units at a price of $0.50 per Unit for gross proceeds of $1,150,000.

Each Unit was comprised of one common share of the Company and one half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at a price of $0.65 per warrant for a period of 24 months from the closing date of the Offering.

The aggregate gross proceeds of the Offering will be used by the Company to continue its drilling program on both the Daylight and Toughnut Properties in 2018.

The Company paid fees totaling $92,000 in cash. All securities issued pursuant to this Offering are subject to a restricted period of four months and a day, ending on April 14, 2018 under applicable Canadian securities legislation.

The Company now has 59,416,868 Common Shares issued and outstanding.

Completion of the Offering is subject to the final acceptance of the TSX Venture Exchange.

<u>Forward-Looking Statements</u>

This material change report contains forward-looking statements. More particularly, this document contains statements concerning the use of proceeds of the Offering and work programs proposed for the Daylight and Toughnut Properties. Forward looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "scheduled", "potential", or other similar words, or statements that certain events or conditions "may", "should" or "could" occur.

The forward-looking statements are based on certain key expectations and assumptions made by Prize. Although Prize believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because Prize can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, risks that required shareholder, regulatory and third party approvals and consents are not obtained on terms satisfactory to the parties within the timelines provided for and risks that other conditions to the completion of the transactions are not satisfied on the timelines set forth in this material change report or at all.

The reader is cautioned that assumptions used in the preparation of such information, although considered reasonable by the Company at the time of preparation, may prove to be incorrect and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to forward-looking information contained herein to reflect events or circumstances that occur after the date hereof or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not Applicable.

7. Omitted Information

None

8. Executive Officer

The name of the executive officer of Prize who is knowledgeable about the material change and this report is:

Feisal Somji, Chief Executive Officer
Telephone: 403-236-2222
Email: info@prizemining.com

9. Date of Report

January 12, 2018