

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Fiore Exploration Ltd. (the "**Fiore**")
3123 – 595 Burrard Street, Vancouver, British Columbia, V7X 1J1

Item 2 Date of Material Change

State the date of the material change.

September 26, 2017

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The news release was disseminated on September 26, 2017 via *FSC Newswire ~ North American Package* and subsequently filed on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Fiore and GRP Minerals Corp. ("**GRP**") completed their business combination as described in Fiore Exploration's news releases dated June 15 and July 24, 2017. The resulting issuer, Fiore Gold, has been listed on the TSX Venture Exchange as a Tier 1 gold mining issuer, and Fiore Exploration has been de-listed effective September 26, 2017. The business combination was completed today by a Plan of Arrangement (the "**Arrangement**") which received securityholder approval on behalf of both companies on September 15, 2017 and final court approval on September 19, 2017.

Item 5 Full Description of Material Change

Further to their June 15, 2017 and July 24, 2017 news releases, Fiore and GRP Minerals Corp. ("**GRP**") completed their business combination. The resulting issuer, Fiore Gold Ltd. ("**Fiore Gold**"), has been listed on the TSX Venture Exchange as a Tier 1 gold mining issuer, and Fiore Exploration has been de-listed effective September 26, 2017. The business combination was completed today by a Plan of Arrangement (the "**Arrangement**") which received securityholder approval on behalf of both companies on September 15, 2017 and final court approval on September 19, 2017. Under the Arrangement Fiore Gold acquired all of the outstanding common shares of Fiore Exploration on the basis of 0.265 of a Fiore Gold share (the "**Exchange Ratio**") for each Fiore Exploration share held. The subscription receipts issued by Fiore Exploration as part of its \$17 million private placement (as announced in its August 3, 2017 news release) have been converted into securities of Fiore Gold and the net proceeds from the financing have been released from escrow to the Company. On closing Fiore Gold has 97,491,929 common shares issued and outstanding, of which 3,147,525 are subject to a Tier 1 Value Escrow Agreement. Outstanding Fiore Exploration and GRP Minerals stock options were exchanged for options to acquire Fiore Gold shares, and all outstanding warrants of Fiore Exploration have become exercisable into common shares of Fiore Gold.

at the Exchange Ratio. Application will be made to the relevant securities commissions for Fiore Exploration to cease to be a reporting issuer under Canadian securities laws.

The board of directors of Fiore Gold consists of Tim Warman, Kenneth A. Brunk, Mark H. Bailey, Anne Labelle, Peter Tallman and Matt Manson. The officers of Fiore Gold are Tim Warman, CEO, Kenneth A. Brunk, COO, Fritz Schaudies, CFO and James C. Wilbourn II, Corporate Secretary.

Full details of the Arrangement and certain other matters are set out in the management information circular of Fiore Exploration dated August 15, 2017, a copy of which can be found under Fiore Exploration's profile on SEDAR at www.sedar.com. Shareholders of Fiore Exploration who have questions or who may need assistance with the completion of letters of transmittal are advised to contact Computershare Investor Services at:

North American toll free: 1-800-564-6253

Email: corporateactions@computershare.com

Cautionary Note Regarding Forward Looking Statements

This news release contains "forward-looking statements" and "forward looking information" (as defined under applicable securities laws), based on management's best estimates, assumptions and current expectations. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "expects", "expected", "budgeted", "forecasts" and "anticipates". These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those expressed or implied by such statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The forward-looking statements and forward looking information are made as of the date hereof and are qualified in their entirety by this cautionary statement. The Company disclaims any obligation to revise or update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements or forward looking information contained herein to reflect future results, events or developments, except as require by law. Accordingly, readers should not place undue reliance on forward-looking statements and information. Please refer to the Fiore's and the Company's most recent filings under its profile at www.sedar.com for further information respecting the risks affecting the Company and its business.

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for such reliance.

Not Applicable

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

No significant facts otherwise required to be disclosed in this report have been omitted.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Tim Warman, Chief Executive Officer
Telephone: 416.639.1426 Ext. 1

Item 9 Date of Report

Date the Report.

September 29, 2017