FORM 51-102F3

AMENDED MATERIAL CHANGE REPORT

Note: This report amends the material change report dated April 24, 2017 and filed on SEDAR on that date under the profile of Noble Mineral Exploration Inc.

Item 1. Name and Address of Company

Noble Mineral Exploration Inc. (the "**Company**")

120 Adelaide Street West, Suite 2500
Toronto, Ontario M5H 1T1

Item 2. Date of Material Change

April 6, and April 20, 2017.

Item 3. News Release

Press releases were issued on March 7, April 7, and April 20, 2017 in Toronto, Ontario and disseminated across Canada by Marketwired. Those press releases are attached hereto as Schedule "A".

Item 4. Summary of Material Change

On April 6, 2017, the Company completed a shares for debt transaction (the "**Shares for Debt Transaction**") by issuing 11,487,389 common shares at a deemed price of $0.06 per common share to settle total indebtedness of $689,243.33.

On April 20, 2017, the Company raised $308,975 of gross proceeds through the issuance of common share units and flow-through units in a private placement (the "**Private Placement**").

Item 5. Full Description of Material Change

Pursuant to the Shares for Debt Transaction, the Company has issued 11,487,389 common shares in the capital stock of the Company at a deemed price of $0.06 per common share to settle total indebtedness of $689,243.33. In accordance with applicable securities law, a total of 4,941,228 of the common shares issued in the Shares for Debt Transaction are subject to a four month and one day hold period.

The Private Placement consisted of the brokered issuance of 3,233,333 common share units ("**Common Share Units**") at $0.06 per Common Share Unit and 1,533,000 flow-through units ("**Flow-Through Units**") at $0.075 per Flow-Through Unit. The Company raised aggregate gross of $308,975 in this Private Placement. Each Common Share Unit consists of one common share of Noble and one common share purchase warrant. Each such common share purchase warrant (a "**Warrant**") entitles the holder to acquire one common share of Noble at an exercise price of $0.10 per share for a period of 5 years following the closing. Each Flow-Through Unit consists of one common share of Noble issued as a "flow through share" and one non-flow-through Warrant.

The Shares for Debt Transaction included a related-party transaction, as the term is defined in *MI 61-101 Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), because the Company issued shares in settlement of debt to: (a) H. Vance White, a director and senior officer of the Company, (b) Randy Singh, a senior officer of the Company and (c) Denis Frawley, a senior officer of the Company. The Company is exempt from obtaining a formal valuation and minority shareholder approval for this transaction because the Company is "not listed on specified markets" (as that term is defined under MI 61-101) and the fair market value of the transaction is less than $2.5 million. The Board of the Company, including all the Company's independent directors approved the transaction, and none of those independent directors is an employee of the Company.

Messrs. White, Singh and Frawley (the "**Related Parties**") entered into the standard letter agreements with the Company containing standard terms and conditions typical of similar letter agreements (and consistent with those executed by other creditors of the Company whose debts were settled in the transaction). In the Shares for Debt Transaction, the Company issued to the Related Parties the following shares: (a) a total 633,059 shares were issued to Mr. White in full satisfaction of an indebtedness totalling $37,983.56; (b) a total of a total 303,266 shares were issued to Mr. Singh in full satisfaction of an indebtedness totalling $19,195.96; and (c) a total of a total 260,954 shares were issued to Mr. Frawley in full satisfaction of an indebtedness totalling $15,657.21.

Immediately after the closing of the Shares for Debt Transaction, the percentage of the securities of the Company beneficially owned or controlled by: (a) Mr. White was 3.5% of the Company's issued and outstand shares calculated on an undiluted basis and 4.1% of the Company's then issued and outstand shares calculated on a partially diluted basis; (b) Mr. Singh was 0.58% of the Company's issued and outstand shares calculated on an undiluted basis and 0.96% of the Company's then issued and outstand shares calculated on a partially diluted basis; and (c) Mr. Frawley was 1.32% of the Company's issued and outstand shares calculated on an undiluted basis and 1.32% of the Company's then issued and outstand shares calculated on a partially diluted basis.

(For Mr. Frawley, securities held by and issued to the law firm of which he is a partner are excluded from the preceding disclosure and calculations, as such firm is not considered a *related party* of the Company under MI 61-101).

The Private Placement included a related-party transaction, as the term is defined in MI 61-101, because H. Vance White, a director and officer of the Company, subscribed in the Private Placement. The Company is exempt from obtaining a formal valuation and minority shareholder approval for this transaction because the fair market value of the transaction is less than 25% of the Company's market capitalization as calculated pursuant to MI 61-101. The Private Placement was unanimously approved by the Board of directors of the Company.

Mr. White entered into the standard form of subscription agreement used by the Company for the Common Shares Units in the Private Placement, subscribing for 1,150,000 Common Share Units for $69,000. No finder's fee was paid in connection with that subscription. As a result of his participation in the Private Placement, Mr. White now beneficially owns and controls 3.74% of the Company's issued and outstand shares calculated on an undiluted basis and 7.7% of the Company's then issued and outstanding shares calculated on a partially diluted basis.

In connection with the Private Placement, the Company paid a cash commission of $21,597.75 and issued 208,333 broker warrants exercisable at $0.06 per unit and 153,300 broker warrants exercisable at $0.075 per unit, each such broker warrant entitling the holder to acquire one common share of Noble and a Warrant exercisable at $0.10 per share for a period of 5 years following the closing.

The securities issued in this Private Placement are subject to a hold period of four months and one day.

The Shares for Debt Transaction was completed with the approval of the TSX Venture Exchange. The closing of the Private Placement is subject to the approval of the TSX Venture Exchange, as well as other required regulatory approvals. ~~Noble was granted an extension by the TSX Venture Exchange to the deadline for filing final documentation for the Private Placement, with such documentation now required to be filed no later than May 19, 2017~~. Noble is applying to the TSX Venture Exchange for final acceptance of the Private Placement.

Noble will use the proceeds of the Private Placement to continue its exploration activities on Project 81 (in particular as relates to the proceeds raised from the sale of Flow-Through Units), to pay debts and for general working capital purposes.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Senior Officer

The following senior officer of the Company is knowledgeable about the material change and this report:

H. Vance White
President
Office: 416-214-2250

Item 9. Date of Report

June 23, 2017

Schedule "A"

4839-3964-9611, v. 1

NOBLE
MINERAL
EXPLORATION INC.

TSX.V: NOB FWB: NB7 OTC.PK: NLPXF

Noble Announces Private Placement of Common Share Units and Flow-Through Units

Toronto, Ontario – March 7, 2017 – Noble Mineral Exploration Inc. ("Noble" or the "Company") (TSX-V:NOB, FRANKFURT: NB7, OTC.PK:NLPXF) announces that it has engaged IBK Capital Corp. ("**IBK**") to complete a best efforts private placement (the "**Private Placement**") of up to 5,000,000 common share units ("**Common Share Units**") at $0.06 per Common Share Unit and of up to 10,000,000 flow-through units ("**Flow-Through Units**") at $0.075 per Flow-Through Unit. The aggregate gross proceeds to be raised in this Private Placement will amount to up to $1,050,000. In connection with the Private Placement, the Company agreed to pay IBK a cash commission of 9% of the amount raised through its assistance and 10% of the amount raised in broker warrants.

Each Common Share Unit consists of one common share of Noble and one common share purchase warrant. Each such common share purchase warrant (a "**Warrant**") will entitle the holder to acquire one common share of Noble at an exercise price of $0.10 per share for a period of 5 years following the closing. Each Flow-Through Unit consists of one common share of Noble to be issued as a "flow through share" and one non-flow-through Warrant.

The securities to be issued in this Private Placement will be subject to a hold period of four months and one day.

The closing of the Private Placement is subject to completion of formal documentation and the approval of the TSX Venture Exchange, as well as other required regulatory approvals.

Noble will use the proceeds of the Private Placement to continue its exploration activities on Project 81 (in particular as relates to the proceeds raised from the sale of Flow-Through Units), to pay debts and for general working capital purposes.

About Noble Mineral Exploration Inc.:

Noble Mineral Exploration Inc. is a Canadian based junior exploration company holding in excess of 70,641 hectares of mineral rights in the Timmins - Cochrane areas of Northern Ontario. The Company also holds a portfolio of diversified exploration projects at various stages of exploration Gold in the Wawa area of Northern Ontario, and Uranium in Northern Saskatchewan. More detailed information is available on the website at **www.noblemineralexploration.com.**

Cautionary Statement:

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

The foregoing information may contain forward-looking statements relating to the future performance of Noble Mineral Exploration Inc. Forward-looking statements, specifically those concerning future performance, are subject to certain risks and uncertainties, and actual results may differ materially from the Company's plans and expectations. These plans, expectations, risks and uncertainties are detailed herein and from time to time in the filings made by the Company with the TSX Venture Exchange and securities regulators. Noble Mineral Exploration Inc. does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

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Investor Relations
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NOBLE MINERAL EXPLORATION INC.

TSX.V: NOB FWB: NB7 OTC.PK: NLPXF

Noble Completes Shares for Debt Settlement and Receives Conditional Approval of Private Placement

Toronto, Ontario – April 7, 2017 – Noble Mineral Exploration Inc. ("Noble" or the "Company") (TSX-V:NOB, FRANKFURT:NB7, OTC.PK:NLPXF) is pleased to announce that it has completed the shares for debt transaction announced on March 17, 2017 after receiving the approval of the TSX Venture Exchange.

Pursuant to the shares for debt transaction, the Company has issued 11,487,389 common shares (the "**Shares**") at a deemed price of $0.06 per Share to settle total indebtedness of $689,243.33. In accordance with applicable securities law, a total of 4,941,228 of the Shares issued in this transaction to certain creditors are subject to a four month hold period expiring on August 7, 2017.

Vance White, President and CEO of Noble, commented: "We are pleased to have made such tremendous progress in discharging significant amounts of the Company's obligations to its creditors. Having this support from our creditors is very positive and is helping to significantly improve our balance sheet, particularly considering the recent shareholdings we have acquired (and will be acquiring) in Macdonald Mines Exploration Ltd. as a result of the completed and announced transactions involving the Holdsworth property."

Noble is also pleased to announce that it has received conditional approval from the TSX Venture Exchange for the private placement announced on March 7, 2017. The proposed private placement would involve raising up to $1,050,000 through the issuance of up to 10,000,000 flow-through common share units at a price of $0.075 per unit, and up to 5,000,000 non-flow-through common share units at a price of $0.06 per unit. Each unit in the private placement would be comprised of one common share and one warrant exercisable at $0.10 per common share for five years. The Company has engaged IBK Capital Corp. as agent for the placement, and the conditional approval from the TSX Venture Exchange authorizes payment of a cash commission of 9% of the gross proceeds raised and the issuance of broker warrants equal to 10% of the units sold. The broker warrants would be exercisable for a five year period for one common share unit at $0.075 per unit (for broker units issued on the flow-through portion of the private placement) or $0.06 per unit (for broker units issued on the non-flow-through portion of the private placement). The conditional approval granted by the TSX Venture Exchange requires that Noble file final documentation for the private placement no later than April 24, 2017.

About Noble Mineral Exploration Inc.:

Noble Mineral Exploration Inc. is a Canadian based junior exploration company which, apart form its shareholdings in MacDonald Mines Exploration Ltd. and its interest in the Holdsworth gold exploration property in the area of Wawa, Ontario, holds in excess of 70,641 hectares of mineral rights in the Timmins - Cochrane areas of Northern Ontario known as Project 81. Project 81 hosts diversified drill ready gold and base metal exploration targets at various stages of exploration. More detailed information is available on the website at **www.noblemineralexploration.com.**

Cautionary Statement:

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release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. The foregoing information may contain forward-looking statements relating to the future performance of Noble Mineral Exploration Inc. Forward-looking statements, specifically those concerning future performance, are subject to certain risks and uncertainties, and actual results may differ materially from the Company's plans and expectations. These plans, expectations, risks and uncertainties are detailed herein and from time to time in the filings made by the Company with the TSX Venture Exchange and securities regulators. Noble Mineral Exploration Inc. does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

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NOBLE MINERAL EXPLORATION INC.

TSX.V: NOB FWB: NB7 OTC.PK: NLPXF

Noble Announces First Tranche Closing of its Private Placement

Toronto, Ontario – April 21, 2017 – Noble Mineral Exploration Inc. ("Noble" or the "Company") (TSX-V:NOB, FRANKFURT: NB7, OTC.PK:NLPXF) announces the closing of the first tranche of its previously announced (see news releases dated March 7, 2017 and April 7, 2017) private placement (the "**Private Placement**") by issuing 3,233,333 common share units ("**Common Share Units**") at $0.06 per Common Share Unit and 1,533,000 flow-through units ("**Flow-Through Units**") at $0.075 per Flow-Through Unit. The aggregate gross proceeds raised in this Private Placement amount to $308,975.

Each Common Share Unit consists of one common share of Noble and one common share purchase warrant. Each such common share purchase warrant (a "**Warrant**") entitles the holder to acquire one common share of Noble at an exercise price of $0.10 per share for a period of 5 years following the closing. Each Flow-Through Unit consists of one common share of Noble issued as a "flow through share" and one non-flow-through Warrant.

In connection with the Private Placement, the Company paid a cash commission of $21,597.75 and issued 208,333 broker warrants exercisable at $0.06 per unit and 153,300 broker warrants exercisable at $0.075 per unit, each such broker warrant entitling the holder to acquire one common share of Noble and a Warrant exercisable at $0.10 per share for a period of 5 years following the closing.

The securities issued in this Private Placement are subject to a hold period of four months and one day.

The closing of the Private Placement is subject to the approval of the TSX Venture Exchange, as well as other required regulatory approvals. Noble was granted an extension by the TSX Venture Exchange to the deadline for filing final documentation for the Private Placement, with such documentation now required to be filed no later than May 19, 2017.

Noble will use the proceeds of the Private Placement to continue its exploration activities on Project 81 (in particular as relates to the proceeds raised from the sale of Flow-Though Units), to pay debts and for general working capital purposes.

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