FORM 51-102F3
Material Change Report

1. Name and Address of Company

Marifil Mines Limited (the “**Company**”)
241 – 970 Burrard Street
Vancouver, BC V6Z 2R4

2. Date of Material Change

August 21, 2018

3. News Release

The news release was issued on August 21, 2018 through Stockwatch and Market News.

4. Summary of Material Change

The Company announced that it has granted stock options (the “**Options**”) to directors, officers and consultants (the “**Optionees**”) of the Company for the purchase of up to 1,000,000 common shares of the Company (each, a “**Share**”), pursuant to the Company’s Stock Option Plan. Shares issuable upon the exercise of the Options will be subject to a TSX Venture Exchange hold period of four months and one day from the date of grant of the Options. The Options are exercisable for a period of five years at an exercise price of $0.11 per Share.

5. Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the attached news release with respect to the matter described above in Item 4.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

None.

8. Executive Officer

Robert Abenante, President and CEO, 604-424-8889

9. Date of Report

August 28, 2018

MARIFIL ANNOUNCES GRANT OF STOCK OPTIONS

Vancouver, British Columbia (August 21, 2018) – **Marifil Mines Limited (TSXV: MFM; OTCQB: MFMLF)** ("**Marifil**" or the "**Company**") is pleased to announce it has granted stock options (the "**Options**") to directors, officers and consultants (the "**Optionees**") of the Company for the purchase of up to 1,000,000 common shares of the Company (each, a "**Share**"), pursuant to the Company's Stock Option Plan. Shares issuable upon the exercise of the Options will be subject to a TSX Venture Exchange hold period of four months and one day from the date of grant of the Options. The Options are exercisable for a period of five years at an exercise price of $0.11 per Share.

ON BEHALF OF MARIFIL MINES LIMITED

"*Rob Abenante*"

Robert Abenante, President & CEO
Contact Information:

Phone: 604.424.8889
Email:info@marifilmines.com
Website: www.marifilmines.com

For further information regarding Marifil Mines Limited, please refer to the Company's filings available on SEDAR (http://www.sedar.com) or at Marifil's Website (http://www.marifilmines.com).