Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Pitchstone Exploration Ltd. (the "**Company**" or "**Pitchstone**")
315 – 1100 Melville Street
Vancouver, BC V6E 4A6

Item 2. Date of Material Change

July 5, 2012.

Item 3. News Release

A news release announcing the material change referred to in this report was issued on July 5, 2012.

Item 4. Summary of Material Change

The Company and Fission Energy Corp. ("**Fission**"), in a joint news release dated July 5, 2012, announced the completion of the acquisition of the Company by Fission (the "**Transaction**") by way of a plan of arrangement under the *Business Corporations Act* (British Columbia).

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

The Company and Fission, in a joint news release dated July 5, 2012, announced the completion of the Transaction by way of a plan of arrangement under the *Business Corporations Act* (British Columbia).

Pursuant to the Transaction, each Pitchstone shareholder is entitled to receive 0.2145 common shares of Fission ("**Common Shares**") for each common share of Pitchstone held. Based on 45,208,185 Pitchstone shares outstanding, Fission issued 9,697,159 Common Shares to complete the Transaction, representing approximately 8.4% of Fission's issued and outstanding Common Shares as of the effective date of the Transaction. Pitchstone's outstanding options and warrants will be converted into Fission options and warrants on the same basis as Pitchstone's common shares.

As a result of the Transaction, Pitchstone has become a wholly-owned subsidiary of Fission. Trading of the Pitchstone shares has been halted on the TSX-V and Pitchstone will take steps to delist its shares from the TSX-V and cease to become a reporting

For additional information concerning the Transaction, please review the information circular of Pitchstone dated May 28, 2012 available on SEDAR at www.sedar.com under Pitchstone's profile.

Item 5.2 *Disclosure for Restructuring Transaction*

Not applicable.

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

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

For further information, please contact Ross McElroy, President of the Company at 877-868-8140.

Item 9. Date of Report

July 11, 2012.