

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 **NAME AND ADDRESS OF COMPANY**

Scandium International Mining Corp.
1430 Greg Street, Suite 501
Sparks, Nevada 89431

ITEM 2 **DATE OF MATERIAL CHANGE**

March 21, 2019

ITEM 3 **NEWS RELEASE**

A news release dated March 22, 2019 was disseminated via Newsfile Corp.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

Scandium International Mining Corp. announced that it closed a private placement financing.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

Scandium International Mining Inc. (TSX: SCY) (the “Company”) announced that it has closed a previously announced private placement of 5,926,301 shares at C\$0.18 per share for gross proceeds of C\$1,066,734. The primary investor was Rothschild Asset Management, but the equity placement also reflects a unanimous participation from the Company’s Board members. No commissions or fees were paid on the transaction.

The proceeds from the financing will be used for general working capital, and specifically for the advancement of the Company's Nyngan Scandium Project in NSW, Australia.

All securities issued under the private placement will be subject to a Canadian hold period expiring four months after the closing date. The securities will also be subject to restrictions on resale under U.S. federal securities laws. Closing of the private placement is subject to stock exchange approval.

Eight directors of the Company participated in the private placement for an aggregate of 1,561,151 shares for aggregate proceeds of \$281,007, representing 0.5% of the Company’s issued and outstanding common shares. Each director’s participation in the Private Placement constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company is relying on exemptions from the formal valuation requirements and the minority shareholder requirements of MI 61-101 contained in Section 5.5(a) and Section 5.7(1)(a) on the basis that the fair market value of the transaction involving insiders was not more than 25% of the Company’s market capitalization. The Company is filing a material change report in respect of the related party transactions on SEDAR less than 21 days prior to the closing of the private placement as the details of the insider participation were not settled until shortly prior to closing.

ITEM 6 **RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

N/A

ITEM 7 **OMITTED INFORMATION**

N/A

ITEM 8 **EXECUTIVE OFFICER**

Edward Dickinson (CFO)
Tel: (775) 233-7328

George Putnam (CEO)
Tel: (925) 208-1775

ITEM 9 **DATE OF REPORT**

March 26, 2019