

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Inventus Mining Corp.
82 Richmond Street East
Suite 200
Toronto, Ontario M5C 1P1

Item 2 Date of Material Change

January 2, 2020

Item 3 News Release

The press release attached as Schedule "A" was released on January 10, 2020.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule "A".

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule "A".

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Mr. Stefan Spears
Chairman and CEO
Inventus Mining Corp.
Tel: (647) 258-0395 x280
E-mail: info@inventusmining.com

Item 9 Date of Report

January 10, 2020

Schedule "A"

INVENTUS

NEWS RELEASE
January 10, 2020

TSX-V Trading Symbol: **IVS**

Inventus Mining Announces Update to Private Placement Financing

Not for Distribution to United States Wire Services or Dissemination in the United States

TORONTO, ONTARIO (January 10, 2020) - Inventus Mining Corp. (TSX VENTURE: IVS) ("Inventus" or the "Company") is pleased to announce that it has updated the terms of the proposed non-brokered private placement as originally announced on January 2, 2020 and updated on January 8, 2020. The updated private placement will be for up to 12,400,000 units ("**Units**") at a price of \$0.105 per Unit for gross proceeds of up to \$1,302,000 (the "**Offering**"). Each Unit will consist of one common share ("**Common Share**") and one common share purchase warrant ("**Warrant**"). Each common share purchase Warrant will entitle the holder to acquire one Common Share for \$0.17 for a period of two years after the closing of the Offering. All securities issued in conjunction with the Offering are subject to a hold period of four months and one day after closing.

Proceeds of the Offering will be used to fund exploration on the Sudbury 2.0 Project, to advance bulk sampling at the Pardo Project, and for general corporate purposes.

The Offering of the Units is subject to the receipt of all required corporate and regulatory approvals including the approval of the TSX Venture Exchange ("**TSXV**").

Canaccord Genuity Wealth Management ("**Canaccord**") will act as placement agent for the Offering. Inventus has agreed to pay Canaccord a 6% cash commission, and 10% broker warrants on the Offering. Each broker warrant will be exercisable into a Unit at \$0.105 per Unit for a period of one year.

Related Party Transaction

In connection with the Offering, certain insiders of the Company, including officers, holders of 10% or more of the issued and outstanding common shares of the Company and directors of 10% holders, have agreed to acquire an aggregate 4,666,481 Units, for gross proceeds of \$490,000. The acquisition of 4,666,481 Units by insiders in connection with the Offering will be considered a "related party transaction" pursuant to Multilateral Instrument 61-101- *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") requiring the Company, in the absence of exemptions, to obtain a formal valuation for, and minority shareholder approval of, the "related party transaction". The Company is relying on an exemption from the formal valuation requirements of MI 61-101 available because no securities of the Company are listed on specified markets, including the TSX, the New York Stock Exchange, the American Stock Exchange, the NASDAQ or any stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc. The Company is also relying on the exemption from minority shareholder approval requirements set out in MI 61-101 as the fair market value of the participation in the Offering by the insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

Early Warning Reporting

Upon closing of the Offering, in satisfaction of the requirements of the National Instrument 62-104 - *Take-Over Bids And Issuer Bids* and National Instrument 62-103 - *The Early Warning System and Related Take-*

Over Bid and Insider Reporting Issues early warning reports respecting the acquisition of Units by the insiders, as applicable, will be filed under the Company's SEDAR Profile at www.sedar.com.

About Inventus Mining Corp.

Inventus is a mineral exploration and development company focused on the world-class mining district of Sudbury, Ontario. Our principal assets are a 100% interest in the Pardo Paleoplacer Gold Project and the Sudbury 2.0 Project located northeast of Sudbury. Pardo is the first important paleoplacer gold discovery found in North America. Inventus has 110,301,069 common shares outstanding (120,316,369 shares on a fully diluted basis).

Visit <http://www.inventusmining.com> for more information.

For further information, please contact:

Mr. Stefan Spears
Chairman and CEO
Inventus Mining Corp.
Tel: (647) 258-0395 x280
E-mail: info@inventusmining.com

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

Forward-Looking Statements

This News Release includes certain "forward-looking statements" which are not comprised of historical facts. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "if", "yet", "potential", "undetermined", "objective", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the Company's objectives, goals or future plans, statements, exploration results, potential mineralization, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to the failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the inability to complete a feasibility study which recommends a production decision, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.