

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Parlane Resource Corp.
Suite 750 – 580 Hornby Street
Vancouver, B.C. V6C 3B6

Item 2 Date of Material Change

January 10, 2018

Item 3 News Release

Issued in Vancouver, British Columbia on January 10, 2018 and was disseminated via GlobeNewswire.

Item 4 Summary of Material Change

The Company announced that it has entered into a binding letter agreement whereby it will engage a third party to host cryptocurrency mining activities on behalf of Parlane.

Pursuant to the agreement dated January 9, 2018, Parlane will initially acquire 500 S9 Antminer mining rigs, and will engage a Quebec based company (the “Provider”) to set-up, host and operate the cryptocurrency mining activities. In exchange for such services, the Provider will receive (i) 6,000,000 shares of Parlane, and (ii) 10% of all net profits generated by the mining activities. Parlane will be responsible for all operating costs, to be at an all-in cost of US\$0.10 per kilowatt hour per mining rig. Parlane may add additional mining rigs from time to time. The shares of the Company to be received by the Provider will be subject to resale restrictions such that 1,000,000 shares will be restricted for four months, 2,500,000 shares will be restricted for six months, and 2,500,000 shares will be restricted for 12 months.

The above transactions will constitute a change of business for Parlane, as such term is defined in TSX Venture Exchange policies and consequently the Company has halted trading of its common shares.

The Company announced as well that to finance the transaction, it has arranged a non-brokered financing to issue up to 5,000,000 Subscription Receipts at \$0.15 per Receipt, each Receipt convertible at no additional cost into either:

- (i) Units of Parlane, in the event the transactions close. Each Unit to be comprised of one common share and one-half warrant (“Warrant”). Each whole Warrant will entitle the holder thereof to acquire one additional common share of the Company at a price of \$0.25 for a period of 12 months from the date of issuance of the Warrant; or
- (ii) the return of all or a portion of the subscription cost for such Receipts, in the event the transactions do not close. Funds returned to the subscribers will be in such amounts as Parlane may realize from the sale of the mining rigs.

Finally, in conjunction with the change of business, the Company will be changing its name to more accurately reflect its new business focus; and will acquire the intellectual property rights to the “iMining” brand, including worldwide tradename, trademarks, and

URL site. The cost to acquire these rights has been negotiated as \$550,000 to be paid as to \$250,000 in cash and 2,000,000 shares of Parlane at \$0.15 per share.

Item 5 Full Description of Material Change

See attached news release as filed on SEDAR.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Executive Officer

Contact: Robert Eadie, President & CEO
Telephone: (604) 602-4935 (ext 205)

Item 9 Date of Report

January 15, 2018



January 10, 2018

Trading Symbol: PPP

News Release

Parlane Proposes to Mine for Cryptocurrency

Change of Business Triggered

Vancouver, British Columbia – Parlane Resource Corp. (TSXV:PPP) (“Parlane” or the “Company”) announces that it has entered into a binding letter agreement whereby it will engage a third party to host cryptocurrency mining activities on behalf of Parlane.

Pursuant to the agreement dated January 9, 2018, Parlane will initially acquire 500 S9 Antminer mining rigs, and will engage a Quebec based company (the “Provider”) to set-up, host and operate the cryptocurrency mining activities. In exchange for such services, the Provider will receive (i) 6,000,000 shares of Parlane, and (ii) 10% of all net profits generated by the mining activities. Parlane will be responsible for all operating costs, to be at an all-in cost of US\$0.10 per kilowatt hour per mining rig. Parlane may add additional mining rigs from time to time. The shares of the Company to be received by the Provider will be subject to resale restrictions such that 1,000,000 shares will be restricted for four months, 2,500,000 shares will be restricted for six months, and 2,500,000 shares will be restricted for 12 months.

The above transactions will constitute a change of business for Parlane, as such term is defined in TSX Venture Exchange policies, in that Parlane will be involved in mining for cryptocurrencies rather than exploring for minerals. Consequently:

- (a) the Company has halted trading of its common shares; and trading will remain halted until the transactions have closed;
- (b) closing of the transactions (including issuance of shares to the Provider) is subject to the approval of the TSX Venture Exchange (“TSXV”);
- (c) closing of the transactions is also subject to the approval of the Company’s shareholders. In this regard, Parlane anticipates it will obtain such approval by way of consent resolution; and
- (d) Parlane will prepare and file a TSXV Filing Statement, in the prescribed form.

The transactions with the Provider were negotiated at arm’s length. The shares issued to the corporate Provider will be re-distributed by it to its shareholders, such that there will be no new control blocks or insiders created. There will be no change in the board of directors of Parlane, and no change of management. As such, no new escrow of any new or previously issued shares is expected to occur. Closing of the transactions is subject to a number of conditions precedent, including due diligence investigations, negotiation of a definitive agreement with the Provider, raising of sufficient funds, and shareholders’ and TSXV approvals; and there is no assurance all of the conditions will be satisfied.

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Parlane has approximately C\$2,500,000 of cash resources; and estimates it will be required to raise an additional \$750,000 to finance the transactions outlined above. To that end, Parlane has arranged a non-brokered financing to issue up to 5,000,000 Subscription Receipts (the "Receipts") at \$0.15 per Receipt; each Receipt convertible at no additional cost into either:

- (i) Units of Parlane, in the event the transactions close. Each Unit to be comprised of one common share and one-half warrant ("Warrant"). Each whole Warrant will entitle the holder thereof to acquire one additional common share of the Company at a price of \$0.25 for a period of 12 months from the date of issuance of the Warrant; or
- (ii) the return of all or a portion of the subscription cost for such Receipts, in the event the transactions do not close. Funds returned to the subscribers will be in such amounts as Parlane may realize from the sale of the mining rigs.

Proceeds from the Receipt financing will be available for use by Parlane prior to closing of the transactions, so as to allow Parlane to acquire the cryptocurrency mining rigs in advance of closing. Should the transactions fail to close for any reason, Parlane anticipates divesting such rigs and returning the sale proceeds to subscribers in full satisfaction of all its obligations. Effecting the change of business is contingent only on closing the above private placement and obtaining TSXV approval.

In conjunction with Parlane's change of business, it will also be:

- 1. changing its name to more accurately reflect its new business focus; and
- 2. acquiring the intellectual property rights to the "iMining" brand, including worldwide tradename, trademarks, and URL site. The cost to acquire these rights has been negotiated as \$550,000 to be paid as to \$250,000 in cash and 2,000,000 shares of Parlane at \$0.15 per share.

Parlane does not anticipate that sponsorship will be required for purposes of obtaining TSXV approval to the transactions, and will be seeking a waiver from the TSXV in that regard.

ON BEHALF OF THE BOARD

Signed "Robert Eadie"

Robert Eadie, President, Chief Executive Officer and Director

FOR FURTHER INFORMATION PLEASE CONTACT:

Telephone: 1-604-602-4935 ♦ Facsimile: 1-604-602-4936

Website: www.parlaneresource.com

Contact: Robert Eadie

Neither the 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.

Completion of the above transactions is subject to a number of conditions, including Exchange acceptance and disinterested shareholder approval. The transactions cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Filing Statement to be prepared in connection with the transactions, any information released or received with respect to the change of business may not be accurate or complete and should not be relied upon. Trading in the securities of Parlane Resources Corp. should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.