Form 51-102F3
Material Change Report

1. **Name and Address of Company**

Ximen Mining Corp.
Suite 888 – 888 Dunsmuir Street
Vancouver, B.C. V6C K4

2. **Date of Material Change**

April 21, 2014

3. **News Release**

A press release dated April 21, 2014 was disseminated through Market News and Stockwatch and filed via SEDAR on April 22, 2014.

4. **Summary of the Material Change**

Ximen Announces $5M Financing

5. **Full Description of the Material Change**

Vancouver, B.C. - (April 21, 2014 - TSX-V: XIM) Ximen Mining Corp. (the "Company" or “Ximen”) is pleased to announce that it has entered into a non-binding engagement letter pursuant to which Richardson GMP Securities LP (the “Agent”) shall act as agent to raise up to $5,000,000 through the concurrent sale of (i) common shares of the Company and (ii) units of the Company (“Units”) (collectively, the “Offering”), on a commercially reasonable efforts basis.

Pursuant to the engagement letter with the Agent, $2,000,000 of common shares are to be offered at an issue price of $1.10 per common share, and a minimum of $2,000,000 to a maximum of $3,000,000 of Units are to be offered at an issue price of $1.10 per Unit. Each Unit comprises of one common share and one-half of one share purchase warrant, where each whole warrant (a “Warrant”) may be exercised to purchase a further common share at a price of $1.50 for a period of 12 months, subject to an acceleration provision which may be exercised by the Company in the event that the common shares trade at or above a price of $1.85 per share for a period of 10 consecutive trading days. In such case, Ximen may give notice, in writing and by way of news release that the Warrants will expire 30 days from the date of providing such notice, to be given no later than three business days following such 10 day period.

In connection with the sale of the Offered Securities, the Company will pay the Agent 8% of the gross proceeds of the Offering, and grant the Agent options to acquire up to that number of common shares as is equal to 8% of the total number of common shares sold under the Offering which options may be exercised for a period of 12 months at the price of $1.10 per common share. The Company may additionally pay brokerage fees or finder’s fee comprised of cash or warrants or a combination thereof.

It is anticipated that the Units will be offered in Alberta, British Columbia and Ontario, and the common shares will be offered in Alberta and British Columbia, and either may be offered in such other jurisdictions as the Agent and the Company may agree prior to closing.

It is anticipated that the Company will use the net proceeds raised from the Offering for general working capital.

Closing of the Offering is conditional upon approval of the TSX Venture Exchange.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51 – 102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Christopher Anderson,
President, CEO and Director
Phone: (604) 488-3900

9. Date of Report

April 22, 2014