

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

Item 1. Name and Address of Company

Ximen Mining Corp.
888 Dunsmuir Street, Suite 888
Vancouver, British Columbia
V6C 3K4

Item 2. Date of Material Change

January 5, 2018.

Item 3. News Release

The news release was disseminated through FSCWire and Stockwatch on January 5, 2018.

Item 4. Summary of Material Change

The Company announced that the previously disclosed proposed consolidation of the common shares of the Company is expected to take effect on Monday, January 8, 2018 under new CUSIP number 98420B200, subject to final acceptance by the TSX Venture Exchange. The Company also announced, with great sadness, the sudden passing of Zenaida (Zeny) Manalo, the Company's CFO.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company's previously disclosed proposed consolidation of the common shares of the Company on the basis of five pre-consolidation shares for one post-consolidation share (the "**Consolidation**") took effect today, January 8, 2018 under new CUSIP number 98420B200, upon final acceptance by the TSX Venture Exchange. There will be no name change or trading symbol change in conjunction with the Consolidation.

Letters of transmittal will be mailed to the registered holders of the Company's common shares, requesting that they forward their pre-consolidation share certificates to the Company's transfer agent, Computershare Investor Services Inc., for exchange for new share certificates representing their common shares on a post-consolidation basis. No fractional shares will be issued in connection with the Consolidation.

Following the Consolidation, the total issued and outstanding common shares of the Company will be approximately 18,723,287.

The Company is deeply saddened by the sudden passing of Zenaida (Zeny) Manalo, the Company's CFO. Ms. Manalo was a dedicated and well respected

member of the Company. The board of directors and management are grateful for her years of service to the Company, and extend to Ms. Manalo's family and friends their sincere condolences.

The Company is in the process of identifying a replacement CFO to fill the resulting vacancy. In the interim, the CFO duties are being handled by other members of the Company's executive team.

This material change report contains certain "forward-looking statements" within the meaning of Canadian securities legislation, relating to, among other things, a contemplated consolidation of the Company's Shares, and appointment of a new CFO. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "aims," "potential," "goal," "objective," "prospective," and similar expressions, or that events or conditions "will," "would," "may," "can," "could" or "should" occur, or are those statements, which, by their nature, refer to future events. The Company cautions that forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Except to the extent required by applicable securities laws and the policies of the TSX Venture Exchange, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause future results to differ materially from those anticipated in these forward-looking statements include the possibility that the TSX Venture Exchange will not approve the proposed share consolidation, the TSX Venture Exchange or other applicable securities regulators will not approve the proposed rights offering, and that the Company may not be able to raise sufficient additional capital to continue its business. The reader is urged to refer to the Company's reports, publicly available through the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com for a more complete discussion of such risk factors and their potential effects.

This material change report does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The Company's securities have not been and will not be registered under the United States Securities Act of 1933 (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not applicable

Item 7. Omitted Information

None

Item 8. Executive Officer

Christopher R. Anderson, President, CEO and Director
Business Telephone: 604.488-3900

Item 9. Date of Report

January 8, 2018.