

**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

December 13, 2017.

Item 3. News Release

The news release was disseminated through Stockwatch on January 11, 2018.

Item 4. Summary of Material Change

The Company announced that it closed on December 13, 2017 its previously announced non-brokered private placement of 2,810,000 units (the "**Units**") at a price of \$0.05 per Unit, for gross proceeds of \$140,500 (the "**Offering**").

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company closed the Offering. Each Unit consisted of one flow-through share (a "**Share**") and one non-transferable common share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one additional Share at an exercise price of \$0.05 per Share for five (5) years. The term of the Warrants may be accelerated in the event that the Shares trade at or above a price of \$0.10 cents per Share for a period of ten (10) consecutive days. In such case of accelerated Warrants, the Company may give notice, in writing or by way of news release, to the subscribers that the Warrants will expire 30 days from the date of providing such notice.

The net proceeds from the Offering will be used by the Company for exploration expenses on the Company's British Columbia mineral properties.

All securities issued in connection with the Offering will be subject to a hold period expiring April 14, 2018.

Christopher Anderson, Wesley Warthe-Anderson and Shervin Teymouri, who are directors and/or officers of the Company, participated in the Offering by subscribing for a total of 2,610,000 Units, constituting a related party transaction pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company relied on section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair

market value of the transaction did not exceed 25% of the Company's market capitalization.

Forward-Looking Statement Cautions:

This material change report contains certain "forward-looking statements" within the meaning of Canadian securities legislation, relating to, among other things, the Company's proposed use of proceeds. 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, possible accidents and other risks associated with mineral exploration operations, the risk that the Company will encounter unanticipated geological factors, the possibility that the Company may not be able to secure permitting and other governmental clearances necessary to carry out the Company's exploration plans, the risk that the Company will not be able to raise the additional funds in the future to continue to carry out its business plans, and the risk of political uncertainties and regulatory or legal changes that might interfere with the Company's business and prospects. 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 the securities 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 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 11, 2018.