

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Corsa Coal Corp. (“Corsa” or the “Company”)
125 Technology Drive
Suite 100
Canonsburg, PA 15317

Item 2 Date of Material Change

October 23, 2015.

Item 3 News Release

The press release attached hereto as Schedule “A” was disseminated through CNW Group Ltd. on October 23, 2015 with respect to the material change and subsequently filed on the System of Electronic Document Analysis and Retrieval (SEDAR).

Item 4 Summary of Material Change

The Company announced that it completed its previously announced non-brokered private placement (the “**Private Placement**”) for an aggregate of 188,471,000 common shares of the Company (the “**Common Shares**”), issued at C\$0.05 per Common Share for gross proceeds of US\$7.25 million (C\$9.42 million, based on the exchange rate of US\$1.00:C\$1.2998, being the Bank of Canada’s noon rate on October 19, 2015).

Upon the completion of the Private Placement, the previously announced waivers and amendments set out in the first amending agreement (the “**Amending Agreement**”) to the credit agreement governing the US\$25 million credit facility of Corsa’s wholly-owned subsidiary Wilson Creek Holdings, Inc. became effective.

The Private Placement and the Amending Agreement were originally announced on October 21, 2015.

Item 5 Full Description of Material Change

The Company completed its previously announced Private Placement for an aggregate of 188,471,000 Common Shares, issued at C\$0.05 per Common Share for gross proceeds of US\$7.25 million (C\$9.42 million, based on the exchange rate of US\$1.00:C\$1.2998, being the Bank of Canada’s noon rate on October 19, 2015).

The TSX Venture Exchange granted approval of the listing of the Common Shares issued under the Private Placement. Such Common Shares are subject to resale restrictions pursuant to applicable securities laws and requirements, as well as stock exchange rules, and will not be freely tradeable until February 24, 2016.

The subscriptions under the Private Placement of affiliates of Quintana Energy Partners II, L.P. ("QEP"); Sprott Resource Partnership ("Sprott Resources"); and Lorito Holdings S.à r.l. ("Lorito") and Zebra Holdings and Investments S.à r.l. ("Zebra"), two companies controlled by a trust settled by the late Adolf H. Lundin, were each a "related party transaction" as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). However, the Private Placement was exempt from the minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities issued to nor the consideration paid by QEP, Sprott Resources, Lorito and Zebra will, in the aggregate, exceed 25% of Corsa's market capitalization calculated in accordance with MI 61-101.

Upon the completion of the Private Placement, the previously announced waivers and amendments set out in the Amending Agreement became effective.

The Private Placement and the Amending Agreement were originally announced on October 21, 2015.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following executive officer is knowledgeable about the material change and may be contacted about this report.

Kevin Harrigan
Chief Financial Officer and Corporate Secretary
Corsa Coal Corp.
1-724-754-0028

Item 9 Date of Report

October 28, 2015.

SCHEDULE "A"



CORSA ANNOUNCES COMPLETION OF PRIVATE PLACEMENT OF COMMON SHARES FOR US\$7.25 MILLION

October 23, 2015 – Canonsburg, Pennsylvania – Corsal Coal Corp. (TSXV: CSO) (“Corsal”) is pleased to announce that it has closed its previously announced non-brokered private placement of 188,471,000 common shares (“Common Shares”) for gross proceeds of US\$7.25 million at C\$0.05 per Common Share (“Private Placement”). The proceeds of the Private Placement are being used to fund working capital and for general corporate purposes. Upon the completion of the Private Placement, the previously announced waivers and amendments set out in the first amending agreement (the “Amending Agreement”) to the credit agreement governing the US\$25 million credit facility of Corsal’s wholly-owned subsidiary Wilson Creek Holdings, Inc. became effective. The Private Placement and the Amending Agreement were originally announced on October 21, 2015.

The TSX Venture Exchange (“TSXV”) has granted approval of the listing of the Common Shares issued under the Private Placement. Such Common Shares are subject to resale restrictions pursuant to applicable securities laws and requirements, as well as stock exchange rules, and will not be freely tradeable until February 24, 2016.

Information about Corsal

Corsal is one of the leading suppliers of premium quality metallurgical coal, an essential ingredient in the production of steel, which is necessary for the secular trends in global urbanization. Our core business is supplying metallurgical coal with the highest safety, yield, and strength characteristics to domestic steel producers while being a strategic source of supply in the Atlantic and Pacific basin markets. Corsal also offers high heat content, low delivered cost coal to major utilities and industrial users in the Southeast region of the U.S.

(i)

Additional Disclosure regarding the Private Placement

The subscriptions under the Private Placement of affiliates of Quintana Energy Partners II, L.P. (“QEP”); Sprott Resource Partnership (“Sprott Resources”); and Lorito Holdings S.à r.l. (“Lorito”) and Zebra Holdings and Investments S.à r.l. (“Zebra”), two companies controlled by a trust settled by the late Adolf H. Lundin, were each a “related party transaction” as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). However, the Private Placement was exempt from the minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities issued to nor the consideration paid by QEP, Sprott Resources, Lorito and Zebra will, in the aggregate, exceed 25% of Corsal’s market capitalization calculated in accordance with MI 61-101.

Quintana Energy Partners II, LP, Quintana Energy Partners II – TE, LP, QKGI New Holdings LP and QKGI Legacy Holdings LP (collectively, “Quintana”), all affiliated funds of Quintana Capital Group LP, now own an aggregate of 715,298,438 Common Shares, or approximately 51.86% of the Common Shares

outstanding, and 170,316,639 redeemable membership units of Wilson Creek Energy, LLC (“Redeemable Units”), Corsa’s US operating subsidiary, which are redeemable for Common Shares on a one for one basis. Assuming the tender for redemption of all Redeemable Units and exchange for Common Shares, Quintana would exercise control or direction over an aggregate of 885,615,077 Common Shares, representing approximately 57.15% of the outstanding Common Shares

The address of Quintana is 601 Jefferson Street, Suite 3600, Houston, Texas. QEP’s acquisition of Common Shares under the Private Placement is made as a strategic investment and Quintana may increase or decrease its investment, directly or indirectly, in Corsa from time to time, depending on market conditions or any other relevant factors.

A copy of the early warning report to be filed by Quintana will be available shortly under Corsa's profile at www.sedar.com and further information can be obtained by contacting Dwight Dunlap, Managing Director and CFO at 713-751-7514.

The securities described herein have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States unless registered thereunder or unless an exemption from registration is available.

For further information please contact:

Kevin Harrigan
Chief Financial Officer and Corporate Secretary
Corsa Coal Corp.
1-724-754-0028
communication@corsacoal.com
www.corsacoal.com

Forward-Looking Statements

This press release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws (collectively, “forward looking statements”) and which are based on the expectations, estimates and projections of management of Corsa as of the date of this press release unless otherwise stated. Forward-looking statements are statements and information regarding possible events, conditions or results of operations that are based upon assumptions about future economic conditions and courses of action. Some of the forward-looking statements may be identified by words such as “expects”, “anticipates”, “believes”, “plans”, “projections”, “outlook”, “intends”, “may”, “could”, “would”, “might”, “will” and similar expressions. More particular and without limitation, this press release contains forward-looking statements and information concerning the use of proceeds from the Private Placement.

By their very nature, forward looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, and the risk that predictions and other forward looking statements will not prove to be accurate. Do not unduly rely on forward looking statements, as a number of important factors, many of which are beyond Corsa's control, could cause actual results to differ materially from the estimates and intentions expressed in such forward looking statements.

Forward looking statements speak only as of the date those statements are made. Except as required by applicable law, Corsa does not assume any obligation to update, or to publicly announce the results of any change to, any forward looking statement contained herein to reflect actual results, future events or

developments, changes in assumptions or changes in other factors affecting the forward looking statements.

The TSXV has in no way passed on the merits of this news release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

SOURCE Corsa Coal Corp.