

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

Item 1: Name and Address of Issuer

M2 COBALT CORP. (the "Company")("M2 Cobalt")
Suite 2000-1177 W. Hastings St.
Vancouver, British Columbia
V6E 2K3

Item 2: Date of Material Change

January 10th, 2018

Item 3: Date of news Release

The news release was issued on January 3rd, 2018 through Canada Stockwatch, Market News and other dissemination services.

Item 4: Summary of Material Change:

M2 Cobalt Corp. (the "**Company**") (TSXV: MC.V) has closed its previously announced non-brokered private placement of subscription receipts (each, a "**Receipt**") for gross proceeds of \$8,500,000. Market interest in the offering was strong and greatly exceeded the Company's minimum offering of \$4,000,000. On closing of the offering, the Company issued 17,000,000 Receipts at a price of \$0.50 per Receipt.

The proceeds of the offering are being held in escrow pending completion of the Company's acquisition of a series of seven exploration licenses in the Republic of Uganda (the "**Transaction**"). Upon completion of the Transaction, each Receipt will automatically convert into one unit of the Company. Each "unit" will consist of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to acquire a further common share at a price of \$0.80 per share for period of twenty-four months, subject to accelerated expiry in the event the common shares of the Company trade on the Exchange at a price of \$1.40 or higher for ten consecutive trading days. The proceeds of the placement are intended to be used to advance exploration efforts in Uganda, and to satisfy working capital requirements of the Transaction.

Following conversion of the Receipts, the Company will pay certain agreed upon finders' fees to parties who introduced subscribers to the offering. The Receipts, and all securities issued upon conversion of the receipts, are subject to a four-month-and-one-day statutory hold period.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

See Attached News Release.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6: Reliance on Section 7.1 of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7: Omitted Information

There is no omitted information.

Item 8: Executive Officer

Simon Clarke, CEO, (604) 662 8184

Item 9: Date of Report

January 10th 2018

M2 COBALT CORP.
Suite 2000-1177 West Hastings Street
Vancouver, British Columbia
V6E 2K3

NEWS RELEASE

M2 COBALT CLOSES SUBSCRIPTION RECEIPT FINANCING FOR PROCEEDS OF \$8.5 MILLION

January 3, 2018 – Vancouver, British Columbia – M2 Cobalt Corp. (the “**Company**”) (TSXV: MC.V) has closed its previously announced non-brokered private placement of subscription receipts (each, a “**Receipt**”) for gross proceeds of \$8,500,000. Market interest in the offering was strong and greatly exceeded the Company’s minimum offering of \$4,000,000. On closing of the offering, the Company issued 17,000,000 Receipts at a price of \$0.50 per Receipt.

The proceeds of the offering are being held in escrow pending completion of the Company’s acquisition of a series of seven exploration licenses in the Republic of Uganda (the “**Transaction**”). Upon completion of the Transaction, each Receipt will automatically convert into one unit of the Company. Each “unit” will consist of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to acquire a further common share at a price of \$0.80 per share for period of twenty-four months, subject to accelerated expiry in the event the common shares of the Company trade on the Exchange at a price of \$1.40 or higher for ten consecutive trading days. The proceeds of the placement are intended to be used to advance exploration efforts in Uganda, and to satisfy working capital requirements of the Transaction.

Following conversion of the Receipts, the Company will pay certain agreed upon finders’ fees to parties who introduced subscribers to the offering. The Receipts, and all securities issued upon conversion of the receipts, are subject to a four-month-and-one-day statutory hold period.

For further information concerning the Transaction and the licenses, readers are encouraged to review the Company’s news releases of November 7th and 29th, copies of which are available under the Company’s profile on SEDAR (www.sedar.com). Completion of the Transaction remains subject to approval of the TSX Venture Exchange (the “**Exchange**”). The Company is working diligently to complete the remaining filings with the Exchange, with a view to completing the Transaction in short order.

For further information, contact Simon Clarke at 604.551.9665 or sclarke@m2cobalt.com

On behalf of the Board,

M2 COBALT CORP.

Simon Clarke, Chief Executive Officer

Completion of the Transaction is subject to a number of conditions, including Exchange acceptance. The Transaction cannot close until the required approvals are obtained, and the outstanding conditions are satisfied. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company 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. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release may contain certain "Forward-Looking Statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. When used in this news release, the words "anticipate", "believe", "estimate", "expect", "target", "plan", "forecast", "may", "schedule" and other similar words or expressions identify forward-looking statements or information. These forward-looking statements or information may relate to regulatory or government requirements or approvals of the Transaction, the reliability of third party information, and certain other factors or information. Such statements represent the Company's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.