Form 51–102F3
Material Change Report

Item 1 Name and Address of Company

BTU Capital Corp. (the "Company")
Suite 1240, 789 West Pender St.
Vancouver, British Columbia

Item 2 Date of Material Change

June 16, 2017

Item 3 Date of News Release

The Company disseminated the news release on June 16, 2017, via Stockwatch and filed it via SEDAR with the British Columbia and Alberta Securities Commissions and TSX Venture Exchange.

Item 4 Summary of Material Change

The Company announced that further to its news release dated February 21, 2017 pursuant to an option agreement, the Company has issued 900,000 shares. The Company also announced that it has completed its non-brokered private placement of 12,000,000 units ("Units") at a price of $0.05 per Unit and 1,800,000 flow-through shares at a price of $0.10 per share for aggregate gross proceeds of $780,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated June 16, 2017, which is available at www.sedar.com

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Michael B. England, President, CEO and Director, (604) 683-3995
Email: mike@engcom.ca

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 16th day of June, 2017.

BTU CAPITAL CORP.

"Michael B. England"

Per: Michael B. England