FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and address of the Company

Brionor Resources Inc. (“**Brionor**” or the “**Company**”)
800 Victoria Square, Suite 3700
Montréal, Québec H4Z 1E9

Item 2 Date of material change

August 15, 2014

Item 3 News release

The press release was issued and distributed via Marketwire on August 15, 2014.

Item 4 Summary of material change

Brionor closes private placement for aggregate gross proceeds of $250,000.

Item 5 Full description of material change

Brionor announced that it has closed its previously announced non-brokered private placement (see press release dated July 15, 2014) for gross proceeds of $250,000 (the “Offering”). Under the terms of the Offering, the Company issued 12,500,000 common shares at a price of $0.02 per common share. Directors and officers of the Company subscribed to the Offering for aggregate gross proceeds of $54,146.50.

No commission or finder’s fee was paid by the Company in connection with the Offering.

All securities issued in connection with the Offering are subject to a regulatory hold period of four (4) months and one (1) day expiring on December 16, 2014. The Offering is subject to the final approval of the TSX Venture Exchange.

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Lewis Lawrick, President & CEO
Tel: (647) 478-5307

Item 9 Date of Report

August 15, 2014