**Form 51-102F3**
*Material Change Report*

**Item 1 Name and Address of Company**

Quinto Resources Inc. ("**Quinto**" or the "**Company**")
308-4710 rue Saint-Ambroise
Montréal (Québec) H4C2C7
Canada

**Item 2 Date of Material Change**

November 1$^{st}$, 2017

**Item 3 News Release**

A news release pertaining to the material change being the subject of the present report was issued through Marketwired and was filed with SEDAR on November 3, 2017.

**Item 4 Summary of Material Change**

On November 1$^{st}$, 2017, the Company announced the closing of a non-brokered private placement with accredited investors pursuant to which the Corporation issued 15,000,000 Units (the "**Units**") at a price of $0.05 per Unit, for total gross proceeds to the Corporation of $750,000. Each Unit consists of one common share (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to purchase one additional Common Share at a price of $0.08 for 12 months from the closing date of the private placement (the "**Closing Date**").

**Item 5 Full Description of Material Change**

5.1 **Full Description of Material Change Report**

On November 1st, 2017, the Company announced the closing of a non-brokered private placement with accredited investors pursuant to which the Corporation issued 15,000,000 Units at a price of $0.05 per Unit, for total gross proceeds to the Corporation of $750,000. Each Unit consists of one common share and one common share purchase warrant. Each Warrant entitles the holder to purchase one additional Common Share at a price of $0.08 for 12 months from the Closing Date of the private placement.

The Corporation has paid a total of $22,400 in cash (the "**Finder's Fees**") and issued 448,000 finder warrants (the "**Finder Warrants**") to certain finders, each in an amount representing 8% of the Units sold through the Finders under the

Offering. Each Finder Warrant entitles the holder to purchase one Common Share at a price of $0.08 for 12 months from the Closing Date.

All securities issued under the private placement will be subject to a four-month hold period expiring on March 2, 2018.

The Corporation intends to use the proceeds of the private placement for the acquisition of mining properties and as working capital.

The private placement was carried out pursuant to prospectus exemptions of applicable securities laws and is subject to final acceptance by the TSX Venture Exchange.

As a result of the private placement, 39,029,998 common shares of Quinto are issued and outstanding.

### 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

Not applicable.

## Item 8 Executive Officer

For further information, contact:

Michael Curtis
President and Chief Executive Officer
(514) 793-1915
mcurtis@cardwellcap.com

## Item 9 Date of Report

November 10, 2017