**51-102F3 MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

**VENDETTA MINING LTD.**
Suite 1500, 409 Granville Street
Vancouver, B.C.
V6C 1T2

**Item 2 Date of Material Change**

April 24, 2017

**Item 3 News Release**

A news release was issued in Vancouver, British Columbia on April 24, 2017 and distributed through Newsfile.

**Item 4 Summary of Material Change**

The Company increases financing to $4 million

**Item 5 Full Description of Material Change**

**The Company announces that it will be increasing the previously announced $3 million non brokered private placement (see news release 2017 #2 dated April 10th 2017), to $4 million. The terms of the private placement are unchanged from the April 10th announcement. The number of units increase from 15 million to 20 million; each $0.20/unit comprises one common share and one-half of one common share purchase warrant exercisable for two years at a price of $0.30 subject to certain acceleration terms. The closing of the private placement is subject to TSX Venture Exchange approval.**

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

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

The following officer of the Company is knowledgeable about the material change disclosed in this report: Michael Williams, President & Chief Executive Officer, Tel: (604) 484-7855

**Item 9 Date of Report**

April 24, 2017