



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

**1. Name and Address of Company**

Crown Mining Corp. (the "Company")  
365 Bay Street, Suite 400  
Toronto, Ontario M5H 2V1

**2. Date of Material Change**

March 1, 2017

**3. News Release**

A press release disclosing the material change was released on March 1, 2017, through the facilities of Newsfile Corp.

**4. Summary of Material Change**

March 1, 2017

Company announced that it has completed a non-brokered private placement previously announced on January 31, 2017 (the "Private Placement") for aggregate gross proceeds of \$220,000. The Private Placement involved the issuance of 2,200,000 units ("Units") at a price of \$0.10 per Unit for gross proceeds of \$220,000. Each Unit consists of one common share in the capital stock the Company (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each Warrant will entitle the holder thereof to acquire one Common Share at a price of \$0.20 at any time up to the date that is two years following the date of closing of the Private Placement, subject to an acceleration clause. All securities issued pursuant to this Private Placement will be subject to a four-month hold period.

**5. Full Description of Material Change**

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101").

**(a) a description of the transaction and its material terms:**

319,550 Units in the Private Placement were beneficially or indirectly acquired by an insider of the Company on March 1, 2017.

**(b) the purpose and business reasons for the transaction:**

The proceeds from the Private Placement will be used to satisfy accounts payable and existing debt and for exploration and development work at its Moonlight-Superior Copper Project and for general working capital purposes.

**(c) the anticipated effect of the transaction on the issuer's business and affairs:**

The completion of the Private Placement will satisfy accounts payable and existing debt and for exploration and development work at its Moonlight-Superior Copper Project and for general working capital purposes.

**(d) a description of:**

**(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:**

Insiders of the Company beneficially or directly acquired a total of 319,555 Units on March 1, 2017 in connection with the Private Placement as follows:

Subscriber	No. of Units
Stephen Dunn	319,555

**(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:**

After completion of the Private Placement the Common shares, Options and Warrants beneficially owned or controlled by Stephen Dunn, President, CEO and Director of the Company and an individual controlling over 10% of the Common Shares of the Company is 5,730,339 Common Shares, 650,000 Options and 3,409,550 Warrants of the Company.

**(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:**

A resolution which was passed on January 31, 2017, by the board of directors of the Company approving the Private Placement.

**(f) A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:**

Not applicable.

**(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:**

**(i) that has been made in the 24 months before the date of the material change report:**

Not applicable.

**(ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:**

Not applicable.

**(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:**

Not applicable.

**(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:**

The Private Placement constitutes a “related party transaction” for the Company under MI 61-101. No formal valuation on the part of the Company is required under MI 61-101, in respect of the participation of the insiders in the Private Placement. The Company is relying on the exemptions from the formal valuation and minority approval requirements under MI 61-101. The Company is exempt from the formal valuation requirement of MI 61-101 based on section 5.5(b) of MI 61-101 as no securities of the Company are listed or quoted for trading on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ stock market or any other stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the Plus operated by Plus Markets Group plc. Additionally, the Company is exempt from obtaining minority shareholder approval in connection with the Private Placement by relying on section 5.7(1)(b) of MI 61-101 as, in addition to the foregoing, (i) neither the fair market value of the Units nor the consideration received in respect thereof from “interested parties” as defined by MI 61-101 would exceed \$2,500,000, (ii) the Company has one or more independent directors in respect of the Private Placement who are not employees of the Company, and (iii) all of the independent directors have approved the Private Placement.

As this material change report is being filed less than 21 days before the Loan, there is a requirement under MI 61-101 to explain why the shorter period was reasonable or necessary in the circumstances. In the view of the Company, such shorter period was reasonable and necessary in the circumstances as the Company wished to complete the Private Placement in a timely manner.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

The report is not being filed on a confidential basis.

7. **Omitted Information.**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, contact Stephen Dunn, President and CEO of the Company at (416) 361-2827.

9. **Date of Report.**

This report is dated at Toronto, this 1st day of March, 2017.

**CROWN MINING CORP.**

Per: "Stephen Dunn" (Signed)  
Stephen Dunn, President and CEO

## **CROWN MINING COMPLETES \$220,000 NON-BROKERED PRIVATE PLACEMENT**

TORONTO, CANADA, March 1, 2017 – Crown Mining Corp., (“**Crown**” or the “**Company**”) (TSX Venture: CWM) is pleased to announce that it has completed a non-brokered private placement previously announced on January 31, 2017 (the “Private Placement”) for aggregate gross proceeds of \$220,000. The Private Placement involved the issuance of 2,200,000 units (“Units”) at a price of \$0.10 per Unit for gross proceeds of \$220,000. Each Unit consists of one common share in the capital stock the Company (a “Common Share”) and one Common Share purchase warrant (a “Warrant”). Each Warrant will entitle the holder thereof to acquire one Common Share at a price of \$0.20 at any time up to the date that is two years following the date of closing of the Private Placement, subject to an acceleration clause. All securities issued pursuant to this Private Placement will be subject to a four-month hold period.

The indirect and direct participation in the Private Placement by insiders of the Company constitutes a “related party transaction” as such term is defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). Insiders of the Company acquired directly and indirectly a total of \$31,955 worth of Units or 319,550 Units in the Private Placement on the same basis as other participants. The Company is relying on the exemptions from the formal valuation and minority approval requirements under MI 61-101. The Company is exempt from the formal valuation requirement of MI 61-101 based on section 5.5(b) of MI 61-101 as no securities of the Company are listed or quoted for trading on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ stock market or any other stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the Plus operated by Plus Markets Group plc. Additionally, the Company is exempt from obtaining minority shareholder approval in connection with the Private Placement by relying on section 5.7(1)(b) of MI 61-101 as, in addition to the foregoing, (i) neither the fair market value of the Units nor the consideration received in respect thereof from “interested parties” as defined by MI 61-101 would exceed \$2,500,000, (ii) the Company has one or more independent directors in respect of the Private Placement who are not employees of the Company, and (iii) all of the independent directors have approved the Private Placement.

A material change report in connection with the Private Placements will be filed less than 21 days before the closing of the Private Placement. This shorter period is reasonable and necessary in the circumstances as the Company wished to complete the Private Placements in a timely manner.

The Company will use the proceeds of the Private Placement for exploration and development work at its Lights Creek Copper Project and for general working capital purposes.

In addition, as part of the moonlight property acquisition previously announced on February 29, 2016, the Company has issued the 750,000 common shares to Canyon Copper Corp. (TSX-V: CNC) due on or before 5 days after the first anniversary of the agreement. As per TSX Venture policy, these shares issued pursuant to the agreement were recorded as a shares for debt transaction with a deemed value of \$60,000. These common shares will be subject to a four-month hold period.

Lastly, the Company announces that incentive stock options to purchase up to 650,000 common shares of the Company have been granted to various officers, directors and consultants of the Company pursuant to the Company's stock option plan and subject to any regulatory approval. Each stock option is exercisable at \$0.10 for a period of three years from the grant date.

Crown is focused on advancing its 100% controlled Moonlight-Superior Copper Project in Northeast California which includes 4 known copper deposits. The Moonlight deposit hosts a current National Instrument 43-101 ("NI 43-101") indicated resource of approximately 161 million tons (146.5 million tonnes) averaging 0.324% copper, 0.003 ounces of gold and 0.112 ounces of silver per ton for 1.044 billion pounds of copper, and an inferred resource of 88 million tons (80 million tonnes) averaging 0.282% copper per ton for 496 million pounds of copper. Further details of this resource can be found in the Technical Report on the Moonlight Copper Property dated April 12, 2007 at Sedar.com. The Superior and Engels deposits have a current NI 43-101 inferred mineral resource of 57 million metric tonnes at an average copper grade of 0.43% for 547 million pounds of copper. Further details of this resource can be found in the Technical Report on the Superior Project dated November 7, 2014 filed on Sedar which also discloses a historical resource estimate for the fourth deposit.

Mr. George Cole is the Qualified Person pursuant to NI 43-101 responsible for the technical information contained in this news release, and he has reviewed and approved this news release.

For more information please see the Crown website at [www.crowngoldcorp.com](http://www.crowngoldcorp.com).

**For Further Information Contact:**

Mr. Stephen Dunn, President, CEO and Director, Crown Mining Corporation (416) 361-2827 or email [info@crowminingcorp.com](mailto:info@crowminingcorp.com).

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.*

*This press release contains forward-looking statements within the meaning of applicable Canadian and U.S. securities laws and regulations, including statements regarding the future activities of the Company. Forward-looking statements reflect the current beliefs and expectations of management and are identified by the use of words including "will", "anticipates", "expected to", "plans", "planned" and other similar words. Actual results may differ significantly. The achievement of the results expressed in forward-looking statements is subject to a number of risks, including those described in the Company's management discussion and analysis as filed with the Canadian securities regulatory authorities which are available at [www.sedar.com](http://www.sedar.com). Investors are cautioned not to place undue reliance upon forward-looking statements.*

*This news release shall not constitute an offer to sell or solicitation of an offer to buy the securities in any jurisdiction. The flow-through common shares will not be and have not been registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements.*