

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

Item One – Name and Address of Company

Zephyr Minerals Ltd.
1300 – 1959 Upper Water Street
Purdy's Wharf Tower 1
Halifax, Nova Scotia B3J 3N2

Item Two - Date of Material Change

January 31, 2017

Item Three - News Release

The news release was issued in Halifax, Nova Scotia on January 31, 2017 via CNW and filed on SEDAR (www.SEDAR.com). See Schedule "A" attached hereto for a copy of the news release.

Item Four - Summary of Material Change

On January 31, 2017, Zephyr Minerals Ltd. (TSXV: ZFR) ("**Zephyr**" or the "**Company**") announced the closing of a private placement and that it issued 302,500 units at a price of \$0.32 per unit for aggregate gross proceeds of \$96,800

Item Five - Full Description of Material Change

Please see Schedule "A" attached hereto for a copy of the news release.

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

Not Applicable.

Item Seven - Omitted Information

None.

Item Eight - Executive Officer

For further information, please contact:
David Felderhof
Vice President
Phone (902) 446-4189; Fax (866) 941-4715

Item Nine – Date of Report

February 8, 2017

SCHEDULE "A"
NEWS RELEASE



Zephyr Minerals Ltd.

Suite 1300, 1959 Upper Water St. · Purdy's Wharf Tower 1

Trading Symbol: TSX-V: ZFR
Shares Outstanding: 34,359,761

News Release No. 01-17
January 31, 2017

ZEPHYR CLOSES PRIVATE PLACEMENT

January 31, 2017 HALIFAX, NOVA SCOTIA – Zephyr Minerals Ltd. ("**Zephyr**" or the "**Company**") (TSXV: ZFR) (OTC: ZPHYF), announces the closing of a private placement and that it issued 302,500 units at a price of \$0.32 per unit for aggregate gross proceeds of \$96,800. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share at an exercise price of \$0.38 per common share at any time on or before January 31, 2018.

Net proceeds from the funds raised will be used to advance the Dawson Gold Project and for general working capital purposes. The private placement remains subject to compliance with the requirements of the TSX Venture Exchange.

In connection with the closing, the Company paid a cash finder's fees of \$5,880 and issued 18,375 finder's warrants to Altus Securities Inc. Each finder's fee warrant entitles the holder to acquire one common share of the Company at \$0.38 per share at any time on or before January 31, 2018.

All securities issued in connection with the private placement, including the shares and warrants comprising the units and the finder's warrants, are subject to a four-month hold period that expires on May 31, 2017.

About Zephyr Minerals Ltd.

Zephyr Minerals Ltd. is a gold exploration and development company focused on advancing its flagship intrusion related shear hosted high grade Dawson Gold Project in Colorado, USA. Zephyr is conducting engineering and development studies along with additional exploration with a goal of completing a PEA as part of its efforts to advance the Dawson Project with the ultimate goal of production.

For further information:

David Felderhof, Executive Vice President
or
Sean Tufford, VP Corporate Development
T: 902 446-4189 - F: 866 941-4715

To be included in the Zephyr email database for Company updates please contact info@zephyrminerals.com. You can also visit our website, www.zephyrminerals.com, or find us on Facebook for more information.

CAUTIONARY STATEMENT:

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. This press release contains forward-looking statements. More particularly, this press release contains statements concerning the use of funds from the private placement.

The forward-looking statements contained in this document are based on certain key expectations and assumptions made by the Company, including, with respect to the use of funds from the private placement, expectations and assumptions concerning timing of receipt of required regulatory approvals and third party consents and the satisfaction of other conditions to the completion of the exploration work on the Dawson Gold Property.

The forward-looking statements contained in this document are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.