FORM 51-102F3
Material Change Report

1. Name and Address of Corporation:

Kairos Capital Corporation ("**Kairos**" or the "**Corporation**")
900, 903 - 8th Street SW
Calgary, AB T2P 0P7

2. Date of Material Change(s):

November 15, 2017

3. News Release:

A news release relating to the material change described herein was released on November 15, 2017 through the facilities of Globe Newswire.

4. Summary of Material Change(s):

The Corporation announced that it has, subject to TSX Venture Exchange Inc. final approval, closed the second and final tranche of its previously announced non-brokered private placement (the "**Private Placement**") of units of the Corporation ("**Units**"), pursuant to which Kairos issued an aggregate of an additional 1,246,900 Units for gross proceeds of CDN$573,574 (the "**Second Tranche**").

5. Full Description of Material Change:

5.1 Full Description of Material Change

The Corporation announced that it has closed the Second Tranche of its previously announced Private Placement of Units pursuant to which Kairos issued an additional 1,246,900 Units for gross proceeds of CDN$573,574. Each Unit is comprised of one (1) common share in the capital of the Corporation (a "**Common Share**") and one-third (1/3) of one common share purchase warrant of the Corporation (a "**Warrant**"). Each whole Warrant entitles the holder thereof to purchase one (1) Common Share at a price of $0.69 per share expiring eighteen (18) months from the date of issuance. Including the first tranche which was closed last week, the Private Placement resulted in Kairos issuing an aggregate of 7,610,000 Units for aggregate gross proceeds of CDN$3,500,600.

In connection with the Second Tranche, Kairos paid finders a cash commission of 7% of the proceeds of the Second Tranche that resulted from such parties efforts, subject to compliance with applicable securities laws. The finders have also been granted broker warrants to purchase 7% of the number of Common Shares sold under the Second Tranche as a result of such parties efforts, which resulted in Kairos issuing an aggregate 86,674 broker warrants. Each broker warrant entitles the holder to purchase one Common Share at a price of CDN$0.46 for a period of one year from the closing of the Second Tranche.

The net proceeds of the Second Tranche and the Private Placement will be used by the Corporation for general working capital and to fund continued development and exploration activities on its Lithium properties in Chile.

Pursuant to applicable securities laws, all securities issued pursuant to the Second Tranche will be subject to a hold period of four months plus one day following the date of issuance of such securities.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer Knowledgeable of Material Change:

Steven Cochrane, President and CEO
Steve@lithiumchile.ca
(587) 393-5801

9. Date of Report:

November 17, 2017