

FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Horizonte Minerals Plc
26 Dover Street
London, England
W1S 4LY

Item 2 Date of Material Change

November 1, 2016

Item 3 News Release

The attached news release was released via Marketwired on November 1, 2016

Item 4 Summary of Material Change

Horizonte Minerals Plc announces proposed placing of ordinary shares to raise £9.0 million to fund definitive feasibility study at its Araguaia Nickel Project

Item 5 Full Description of Material Change

For a full description of the material change, please see the attached news release

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

Simon Retter
Company Secretary and Chief Financial Officer
+44 (0) 20 7763 7157

Item 9 Date of Report

November 1, 2016

Horizonte Minerals plc / Index: AIM and TSX / Epic: HZM / Sector: Mining

1 November 2016

PROPOSED PLACING OF ORDINARY SHARES TO RAISE £9.0 MILLION TO FUND DEFINITIVE FEASIBILITY STUDY AT ARAGUAIA NICKEL PROJECT

1 November 2016 – Horizonte Minerals Plc, (AIM: HZM, TSX: HZM) ('Horizonte' or 'the Company') is pleased to announce that it is proposing to raise £9.0 million (before expenses) through a conditional placing of 450,000,000 ordinary shares of 1 pence each in the capital of the Company (the "Placing Shares") at a price of 2 pence per Placing Share (the "Placing"). The net proceeds from the Placing will be used to fund the preparation of a definitive feasibility study for the Company's 100% owned Araguaia Nickel Project in Brazil ("Araguaia") and for general working capital purposes. The Placing is conditional upon, among other things, approval of the resolutions at a general meeting of the Company, as further detailed below.

Highlights:

- Proposed Placing of £9.0 million by the issue of 450,000,000 Placing Shares at 2 pence per Placing Share
- Strong support from both new and existing UK and Canadian institutional and accredited investors
- Fundraising to be by way of a conditional Placing by finnCap and Shard Capital of 374,000,000 Placing Shares and on a non-brokered private placement basis in Canada of 76,000,000 Placing Shares. NRG Capital and Paradigm Capital are acting as financial adviser in connection with the Placing
- Net proceeds to be used to fund the definitive feasibility study for Araguaia and for general working capital purposes
- Follows the results of the Pre-Feasibility Study released in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101") in October 2016 which demonstrated a post-tax NPV of US\$328M and IRR of 19.3% based on a long term nickel price of US\$12,000/t generating US\$1.3 billion in free cash flow over the 28 year life of mine producing approximately 14,500 tonnes per annum nickel in ferronickel

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Jeremy Martin, CEO of Horizonte commented, “I am delighted that we have received conditional commitments to raise £9.0 million through predominantly institutional investors in London and Toronto which will fund Araguaia’s definitive feasibility study. Our principal shareholders, namely Teck, Henderson, Richard Griffiths and City Financial, have continued to show support for the development of Araguaia through participation in this Placing and we welcome two new significant institutional shareholders to our register further enhancing our existing high quality shareholder base. Their support is testament to the quality of the Araguaia nickel project.

The work programme for the definitive feasibility study is expected to commence shortly, building on the recent Pre-Feasibility Study released in October, which demonstrated the robust economics of this Tier 1 project. The medium to long term consensus outlook for nickel is positive and we believe Araguaia is well aligned to maximize value for shareholders as we deliver the project milestones. We look forward to keeping shareholders updated at this exciting time in the Company’s development.”

Further Information

The Placing is conditional, *inter alia*, upon passing of the Resolutions at the General Meeting due to be held at 10.00 a.m. on 29 November 2016 and the Placing Agreement between the Company, finnCap and Shard Capital becoming unconditional. It is expected that, subject to passing of the Resolutions, the Placing Shares will be admitted to trading on AIM at 8.00 a.m. on 30 November 2016. The TSX has conditionally approved the Placing subject to fulfilling all of the listing requirements of the TSX.

Unless otherwise indicated, the scientific and technical information contained in this news release has been reviewed, approved and verified by Francis Roger Billington B.Sc. (Hons) P.Geo. (APGO), a consultant to the Company and co-author of the Report, and a Qualified Person.

A circular dated 1 November 2016 setting out details of the Placing and giving notice of general meeting to approve the resolutions has today been sent to shareholders and will be available on the Company's website at http://horizonteminerals.com/uk/en/investors_and_media/ and its issuer profile on SEDAR at www.sedar.com.

Capitalised terms not otherwise defined in this announcement shall have the same meaning ascribed to such terms in the Circular unless the context requires otherwise.

This announcement contains inside information for the purposes of Article 7 of EU Regulation 596/2014.

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For further information visit www.horizonteminerals.com or contact:

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Background to and reasons for the Placing

On 3 October 2016, the Company released the Report on the Araguaia Project, located south of the Carajas mineral district, north east Brazil. The results of the PFS were positive and demonstrate that the project is economically viable at current nickel prices. Following the recommendations of independent mining consultants, Snowden, it is the Company's intention to start work on a definitive feasibility study to establish the engineering and project costings involved.

Details of the Placing

The Company has today announced that it intends to raise £9.0 million (C\$14.7 million based on the Exchange Rate), before expenses, through a conditional placing by finnCap and Shard and on a non-brokered private placement basis in Canada pursuant to the terms of the Subscription Agreement, of 450,000,000 Placing Shares at the Placing Price, which represents a discount of 3.8 per cent. to the closing mid-market price on AIM of 2.075 pence per Existing Share on 31 October 2016 (being the last practical date prior to the announcement of the Placing and a discount of approximately 18.5 per cent. (based on the Exchange Rate) to the closing price of C\$0.04 on the TSX on 27 October 2016). The Placing Shares will represent 38.4 per cent. of the Company's issued ordinary share capital immediately upon completion of the Placing.

The Placing Agreement

Pursuant to the terms of the Placing Agreement, finnCap and Shard, as agents for the Company, have conditionally agreed to use their reasonable endeavours to procure subscribers for 374,000,000 Placing Shares. finnCap and Shard have conditionally placed such Placing Shares at the Placing Price. The Placing is conditional, inter alia, upon passing of the Resolutions at the General Meeting, the Placing Agreement becoming unconditional and upon Admission becoming effective, in each case by no later than 8.00 a.m. on 30 November 2016 (or such time and date as the Company,

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finnCap and Shard may agree, being not later than 8.00 a.m. on 30 December 2016). The Placing is not being underwritten.

The Placing Agreement contains customary warranties from the Company in favour of finnCap and Shard in relation to, inter alia, the accuracy of the information in this announcement and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify finnCap and Shard in relation to certain liabilities it may incur in respect of the Placing. finnCap and Shard have the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a breach of the warranties given to finnCap and Shard in the Placing Agreement, the failure of the Company to comply with any of its obligations under the Placing Agreement and the occurrence of a force majeure event.

The Subscription Agreement

Pursuant to the terms of the Subscription Agreement, the subscriber has conditionally agreed to subscribe for 76,000,000 Placing Shares at the Placing Price. The parties' obligations under the Subscription Agreement are conditional upon (i) the Placing Agreement being entered into and becoming unconditional by no later than 8.00 a.m. on 30 November 2016 (or such later time and date as the Company, finnCap and Shard may agree, being not later than 8.00 a.m. on 30 December 2016); (ii) the passing of the Resolutions at the General Meeting; and (iii) Admission.

Settlement and dealings

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective and dealings in the Placing Shares will commence at 8.00 a.m. on 30 November 2016. The issuance of the Placing Shares pursuant to the Subscription Agreement is expected to occur on or about 2 December 2016.

The Company has received the conditional approval for listing of the Placing Shares from the TSX. Listing is subject to the Company fulfilling all of the listing requirements of the TSX.

The Placing Shares will, when issued, rank pari passu in all respects with the Existing Shares including the right to receive dividends and other distributions declared following Admission.

Related Party Transactions

The Insiders (as defined below) are related parties of the Company for the purposes of the AIM Rules by virtue of their status as substantial shareholders (as such term is defined in the AIM Rules) and the Insiders are considered insiders of the Company pursuant to applicable Canadian securities laws as they each beneficially own or control, directly or indirectly, 10% or more of the Existing Shares. Henderson Global Investors, Richard Griffiths, and Teck Resources Limited (collectively, the "Insiders") have agreed to subscribe for 50,000,000, 62,235,000 and 21,517,250 Placing Shares respectively, conditional on Admission. Taking into account the related party transactions noted above, the Independent Directors consider, having consulted with the Company's nominated adviser, finnCap, that the terms of the Placing with such related parties are fair and reasonable

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insofar as the Company's Shareholders are concerned.

Canadian Securities Law and TSX Matters

Participation by the Insiders in the Placing will be considered a 'related party transaction' pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ('MI 61-101'). The Company intends to rely upon the exemptions from the requirements to obtain a formal valuation and minority shareholder approval in connection with the Insiders' participation in the Placing in sections 5.5(a) and 5.7(a) of MI 61-101 as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Placing Shares, insofar as it shall involve the Insiders, will exceed 25% of the Company's market capitalization (calculated in accordance with MI 61-101).

The Company is relying upon section 602.1 of the TSX Company Manual in connection with the Placing, which exempts the Company from obtaining shareholder approval under sections 604(a)(ii) and 607(g)(ii) of the TSX Company Manual, on the basis that the Placing is being completed in accordance with the standards of AIM and the volume of trading of the Ordinary Shares on all Canadian marketplaces in the 12 months immediately preceding the date of the application by the Company to the TSX for conditional approval of the Placing was less than 25%.

General Meeting

A notice convening the General Meeting, to be held at the offices of finnCap, 60 New Broad Street, London EC2M 1JJ at 10.00 a.m. on 29 November 2016 is set out in the Circular where the Resolutions will be proposed for the purposes of implementing the Placing.

The Resolutions authorise the Directors to allot the Placing Shares and disapply the pre-emption rights in the Company's articles of association in relation to the issue of the Placing Shares. The authorities and powers granted by the Resolutions are in addition to any subsisting authorities and powers to allot shares and to disapply pre-emption rights.

The Resolutions, if passed, will allow the Placing Shares to be issued without them first being offered to Shareholders generally in accordance with their statutory pre-emption rights. The Directors have concluded that proceeding with a placing, rather than a rights issue or open offer, is the most suitable option available to the Company for financing the feasibility study over the Araguaia Project and that issuing the Placing Shares at such a discount under the Placing is fair and reasonable so far as all existing Shareholders are concerned.

Total Voting Rights

Assuming the Resolutions are passed at the General Meeting, Admission becomes effective and the Placing Shares are issued pursuant to the Subscription Agreement, the Company's issued share capital will comprise 1,171,934,300 Ordinary Shares, all carrying voting rights. This figure (1,171,934,300) may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to, their interest in the Company under the UK Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

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Disclaimer

With respect to the United Kingdom, the Placing is only being, and may only be, made to and is, and this announcement is, directed only at persons in the United Kingdom who are either both (a) a “Qualified Investor” within the meaning of Section 86(7) of the Financial Services and Markets Act 2000 (“FSMA”) and (b) within the categories of persons referred to in Article 19(5) (Investment professionals) or Article 49(2)(a) to (d) (High net worth companies, unincorporated associations, etc.) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, or are persons in the United Kingdom to whom the Placing may otherwise be made or to whom the Placing may otherwise be directed without an approved prospectus having been made available to the public in the United Kingdom before the Placing is made, and without making an unlawful financial promotion, all such persons together being referred to as “Relevant Persons”. The securities being offered are only available to, and any invitation, offering or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or any of its contents. This announcement is not a prospectus or an admission document nor does it contain an offer or constitute any part of an offer to the public within the meaning of Sections 85 and 102B of FSMA or otherwise.

Cautionary statement regarding forward-looking statements, forward-looking information and other cautionary notes

Except for statements of historical fact relating to the Company, certain information contained in this news release constitutes forward-looking statements and “forward-looking information” under applicable Canadian securities legislation. Forward-looking statements and forward-looking information includes, but is not limited to, statements derived from the PFS, including, without limitation: estimated capital costs, operating costs, and other various other costs, estimated net present value, initial rate of return, anticipated construction period, expected LOM, production schedule, recoveries, estimated mineral reserves and mineral resources, expected sensitivity to prices, expected production and other economic and operational parameters inherent to a pre-feasibility study for a mineral project; statements with respect to targeted milestones going forward, including, without limitation, the expected timing for a definitive feasibility study, commencement of construction, and the timing of exploration activities. In addition, this news release includes forward-looking statements with respect to the General Meeting, including the passing of the resolutions; completion of the Placing, as contemplated or at all, and the Admission; use of proceeds from the Placing; potential of the Company’s current or future mineral projects; the success of exploration and mining activities; and cost and timing of future exploration, production and development. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, and are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: exploration and mining risks, competition from competitors with greater capital; the Company’s lack of experience with respect to development-stage mining operations; fluctuations in metal prices; uninsured risks; environmental and other regulatory requirements; exploration, mining and other licences; the Company’s future payment obligations; potential disputes with respect to the Company’s title to, and the area of, its mining concessions; the Company’s dependence on its ability to obtain sufficient financing in the future; the Company’s dependence on its relationships with third parties; the Company’s joint ventures; the potential of currency fluctuations and political or economic instability in countries in which the Company operates; currency exchange fluctuations; the Company’s ability to manage its growth effectively; the trading market for the ordinary shares of the Company; uncertainty with respect to the Company’s plans to continue to develop its operations and new projects; the Company’s dependence on key personnel; possible conflicts of interest of directors and officers of the Company, and various risks associated with the legal and regulatory framework within which the Company operates.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not

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to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

The Company undertakes no obligation to update forward-looking information except as required by applicable law or the AIM Rules. Such forward-looking information represents management's and/or its Qualified Persons' best judgment based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.

This news release includes geographic and economic information, industry data and market share information obtained from independent industry publications, market research and analyst reports, surveys and other publicly available sources. Although the Company believes these sources to be generally reliable, geographic and economic information, industry data and market share information is subject to interpretation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. Accordingly, the accuracy and completeness of this data is not guaranteed. The Company has not independently verified any of the data from third party sources referred to in this news release nor ascertained the underlying assumptions relied upon by such sources.

For readers to fully understand the scientific and technical information in this news release, they should read the Report in its entirety on the Company's issuer profile on SEDAR at www.sedar.com, including all qualifications, assumptions and exclusions that relate to the PFS. The Report is intended to be read as a whole, and sections should not be read or relied upon out of context.

This news release refers to expected cash cost, free cash flow, and certain other non-IFRS measures. These measurements have no standardized meaning under IFRS and may not be comparable to similar measures presented by other companies. These measurements are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

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