FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

December 19, 2017

Item 3 News Release

A news release with respect to the material change was disseminated on December 19, 2017 through MarketWired.

Item 4 Summary of Material Change

Acquisition of the advanced Vermelho nickel-cobalt project in Brazil ("**Vermelho**") from Vale S.A. ("**Vale**") and conditional placing to raise up to £8.5m (the "**Placing**").

Item 5 Full Description of Material Change

On December 19, 2017, Horizonte Minerals Plc (the "**Company**") announced that it had reached an agreement with Vale to acquire (the "**Acquisition**") 100% of Vermelho. In addition the Company announced the Placing of ordinary shares in the Company (the "**Placing Shares**") in the U.K. and Canada to raise up to £8.5 million (before expenses) at 3.5p per Placing Share (the "**Placing Price**").

The Vermelho nickel project

The Vermelho nickel project is located approximately 85km from the northern part of Horizonte's Araguaia project located south of the Carajás mining district the state of Pará, Brazil. The Carajas district is an established mining region with well-developed infrastructure in place, including rail, roads and hydro-electric power.

The Vermelho project was developed by Vale with the objective of becoming its principal nickel-cobalt operation. Extensive work was undertaken on the project, which included drilling programmes totalling 152,000 metres, full scale pilot test work and detailed engineering studies. The project was subsequently taken through a feasibility programme with Vale announcing a positive development decision in 2005. The project was designed around the construction of a high pressure acid leaching plant to process the nickel/cobalt laterite ore.

Acquisition Details

The terms of the Acquisition require the Company to pay an initial cash payment of US$150,000 with a further US$1,850,000 in cash payable on the second anniversary of the signing of the asset purchase agreement. A final payment of US$6,000,000 in cash is payable by the Company within 30 days of first commercial sale of product from Vermelho.

In addition to the purchase price, the Company has granted a 1% Net Smelter Royalty ("**NSR**") to Vale on any nickel produced during the first 10 years of commercial production up to a maximum of 15,000 t/a, which then reduces to a 0.5% NSR thereafter.

As part of the Acquisition, the Company will acquire Vale's rights under a mining licence application in respect of the project comprising an area covering 2,000 hectares. Further development of the Vermelho project will be subject, amongst other things, to the Company being granted the required mining licence and other customary licences and permits.

Details of the Placing

The Company announced on December 19, 2017 that it had conditionally agreed to raise £7 million, before expenses, through a conditional placing by Numis Securities Ltd. ("**Numis**") in the U.K. of 200,000,000 Placing Shares at the Placing Price (the "**UK Placing**"), which subsequently closed December 22, 2017. In addition, the Company also announced it will seek to place up to 42,857,143 Placing Shares at the Placing Price in Canada by way of a non-brokered private placement to raise gross proceeds of up to £1.5m, subject to, among other things, the receipt by the Company of payment and completed subscription agreements from Canadian subscribers (the "**Canadian Offering**"). A further announcement will be made in due course in relation to the outcome of the Canadian Offering, which is expected to be completed on January 9, 2018.

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

December 22, 2017

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain information contained in this material change report constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information includes, but is not limited to, the ability of the Company to complete the Acquisition as described herein, statements with respect to the potential of the Company's current or future property mineral projects; the success of exploration and mining activities; cost and timing of future exploration, production and development; and the ability of the Company to achieve its goals in respect of *growing its mineral resources; the ability of the Company to complete the Placing as described herein. 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: the inability of the Company to complete the Acquisition as described herein, 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, the inability of the Company to complete the Placing on the terms as described herein, 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 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.