FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Clear Mountain Resources Corp.
409 Granville Street, Suite 1000
Vancouver, BC, V6C 1T2

Item 2 **Date of Material Change**

April 12, 2016

Item 3 **News Release**

The Press Release dated April 12, 2016, was disseminated via Canada Stockwatch.

Item 4 **Summary of Material Change**

The Company announced that it will be holding its annual general and special meeting on May 10, 2016, at which shareholders will be asked to approve a common share consolidation.

Item 5 **Full Description of Material Change**

The Company has scheduled its annual general and special meeting (the "**Meeting**") for 10:00 am, Tuesday, May 10, 2016, to be held at Suite 451, 409 Granville Street, Vancouver, British Columbia.

At the Meeting, shareholders will be asked to consider and if thought fit, pass an ordinary resolution approving a twenty old for one new share consolidation, or such lower ratio as the board of directors may determine.

There are currently 24,468,337 common shares issued and outstanding. If the proposed consolidation of twenty old shares for one new share is approved by shareholders at the Meeting and accepted by the TSX Venture Exchange, there will be approximately 1,223,416 common shares issued and outstanding. The exact number of post-consolidated shares will vary depending on the treatment of fractional shares, which will occur when each shareholder's holdings in the Company are consolidated. The Company will not issue any fractional common shares as a result of the consolidation. Instead, all fractional shares resulting from the consolidation will be rounded down to the nearest whole number. Outstanding stock options and share purchase warrants will also be adjusted by the consolidation ratio and the respective exercise prices adjusted accordingly.

At the meeting, shareholders will also be asked to appoint Geoff Balderson, Jeffery Tindale and Leighton Bocking as directors, appoint Davidson & Company as auditors and authorized the directors to fix the auditors' remuneration and ratify and confirm the Company's stock option plan.

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**

Geoff Balderson, CEO – Tel: 604-602-0001

Item 9 **Date of Report**

April 13, 2016