Form 51–102F3
Material Change Report

Item 1 Name and Address of Company

Kesselrun Resources Ltd. (the "Company")
1158 Russel St, Unit D
Thunder Bay, ON P7B 5N2

Item 2 Date of Material Change

June 30, 2016

Item 3 Date of News Release

July 5, 2016

Item 4 Summary of Material Change

On June 30, 2016, the Company entered into a purchase agreement, dated for reference June 28, 2016, to acquire a 100% interest in the Huronian Gold Project from Chalice Gold Mines Limited ("Chalice") and its wholly owned subsidiary, Coventry Resources Ontario Inc., and Pele Mountain Resources Inc. ("Pele") and its wholly-owned subsidiary, Pele Gold Corporation (the "Transaction").

In consideration for the purchase, the Company has agreed to issue Chalice 2,040,000 and Pele 1,960,000 common shares of the Company for a total of 4,000,000 common shares. Following the Transaction Chalice and Pele will each hold approximately 5.5% of the issued and outstanding shares of the Company.

The Transaction was approved by TSX Venture Exchange on July 13, 2016.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On June 30, 2016, the Company entered into a purchase agreement, dated for reference June 28, 2016, to acquire a 100% interest in the Huronian Gold Project from Chalice Gold Mines Limited ("Chalice") and its wholly owned subsidiary, Coventry Resources Ontario Inc., and Pele Mountain Resources Inc. ("Pele") and its wholly-owned subsidiary, Pele Gold Corporation (the "Transaction").

In consideration for the purchase, the Company has agreed to issue Chalice 2,040,000 and Pele 1,960,000 common shares of the Company for a total of 4,000,000 common shares. Following the Transaction Chalice and Pele will each hold approximately 5.5% of the issued and outstanding shares of the Company.

All securities issued above will be subject to a hold period of 4 months and one day from the date of completion and further provisions restricting the sales of shares to not more than approximately one tenth of the total per month over the following ten months except where the sale is in a single block to a purchaser acceptable to Kesselrun.

In addition to the common shares as descirbed above, the Company also agreed to grant Chalice and Pele certain Net Smelter Return royalties ("NSR") over certain mining claims. In combination with pre-existing NSRs, the property will be subject to a 2.5% NSR over certain mining claims and a 2% NSR on the remaining mining claims.

The Company will retain a right to purchase up to 50% of the NSR by paying Chalise up to $1,020,000 and Pele up to $980,000. In addition, the Company will retain a right of first refusal to acquire the NSR at the same terms and prices that would be set out in any arm's length third party offer.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Michael Thompson, CEO and Director
807.285.3323
Email: michaelt@kesselrunresources.com

Item 9 Date of Report

July 13, 2016