

MATERIAL CHANGE REPORT
Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

Bunker Hill Mining Corp. (formerly Liberty Silver Corp.)
401 Bay Street, Suite 2702
Toronto, Ontario M5H 2Y4

Item 2. Date of Material Change

August 9, 2018

Item 3. News Release

A news release was issued through GlobeNewswire on August 9, 2018.

Item 4. Summary of Material Change

Bunker Hill Mining Corp. announced that two key investors in the Company have agreed to increase their investments, for gross proceeds of CAD\$1,379,304.

Item 5. Full Description of Material Change

The material change is fully described in the news release attached hereto as Schedule "A".

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Bruce Reid, President and Chief Executive Officer
Tel: (647) 500-4495

Item 9. Date of Report

August 15, 2018.

SCHEDULE "A"

NEWS RELEASE DATED AUGUST 9, 2018

See attached.



BUNKER HILL INCREASES PRIVATE PLACEMENT WITH TWO KEY INVESTORS

TORONTO, ON, August 9, 2018 – **Bunker Hill Mining Corporation** (the “Company” or “Bunker”) (CSE:BNKR) is pleased to announce that two key investors in the Company have agreed to (separately) increase their investments, for gross proceeds of CAD\$1,379,304. Firstly, the investment by an arm’s length investor (Hummingbird Resources PLC (“Hummingbird”) announced June 19, 2018 will increase from USD\$1,500,000 (“Initial Amount”) to USD\$2,000,000 (“Principal Amount”) by an investment of USD\$500,000 (“Additional Amount”). The Company and Hummingbird have entered into an amended and restated convertible loan agreement evidencing the increase in the Principal Amount, in addition to a deed of warrant whereby the Company will grant Hummingbird 1,167,143 share purchase warrants, entitling it to acquire 1,167,143 common shares of Bunker at a price of CAD\$0.45 per share, expiring 24 months from the date of issuance. Completion of the increased investment by Hummingbird is conditional upon completion of the increased investment by Gemstone 102 Ltd. set out below.

Additionally, the Company will complete a private placement offering of 1,604,076 Units with Gemstone 102 Ltd. (“Gemstone”), an insider of the Company by virtue of its percentage holdings, for gross proceeds of CAD\$721,834. Each Unit is comprised of one common share, issuable at CAD\$0.45 per share, and one warrant, entitling Gemstone to acquire 1,604,076 common shares of the Company at a price of CAD\$0.45 per share, expiring 36 months from the date of issuance.

The terms of the amended and restated convertible loan agreement with Hummingbird are substantially the same as those of the convertible loan agreement summarized in the Company’s news release dated June 19, 2018, except: (A) the Principal Amount is USD\$2,000,000 (as disclosed herein); (B) the Additional Amount of USD\$500,000 and interest thereon (that is the subject of this news release) is convertible at a price of CAD\$0.45 per share; (C) a provision requiring the Company to pay cash to Hummingbird in lieu of the issuance of a number of common shares exercisable under the loan and warrant agreements where consents and approvals for the issuance of common shares cannot be obtained. The cash payment shall be equal to the number of common shares which may not be issued, multiplied by the higher of the conversion price (Can\$0.45 in the case of the Additional Amount or Can\$0.85 in the case of the Initial Amount) and the closing price of the common shares on the date that Hummingbird serves a conversion notice on the Company; (D) a provision requiring the Company to pay cash to Hummingbird in lieu of the issuance of a number of common shares exercisable under



the loan and warrant agreements where such issuance will result in it holding more than 9.999% of the Company's issued common shares, will no longer apply in instances where Hummingbird acquires any interest in common shares in the Company pursuant to (i) accepting a general take-over offer for the entire issued share capital of the Company; (ii) accepting a tender offer or partial offer where the offeror may come to hold 30% or more of the Company's outstanding shares (iii) accepting a general offer for the share capital of the Company pursuant to a scheme of arrangement, a plan of arrangement or any merger or amalgamation; (iv) executing an irrevocable commitment, deed or undertaking to accept an offer referred to in (i) to (iii) above; (v) pursuant to an issuer bid by the Company; and (E) in the event that Hummingbird holds more than 10% of the issued and outstanding shares of the Company subsequent to the exercise of any of its convertible securities held under the placement, it shall have the right to appoint one director to the board of Bunker, and where it holds in excess of 5%, it shall be entitled to appoint and remove an observer to attend all board meetings.

All other provisions remain substantially unamended.

The proceeds of the two financings, once closed, shall be used for payments to the property owner, the United States Environmental Protection Agency and for general working capital.

Completion of the transactions set out in this news release are subject to the approval of the Canadian Securities Exchange.

About Bunker Hill Mining Corp.

Bunker Hill Mining Corp. has an option to acquire 100% of the Bunker Hill Mine. Information about the Company is available on its website, www.bunkerhillmining.com, or in the SEDAR and EDGAR databases.

For additional information contact:

Bruce Reid, Chief Executive Officer
(647) 500-4495
br@bunkerhillmining.com

Nicholas Konkin, Marketing &
Communications
(416) 567-9087
nk@bunkerhillmining.com



Cautionary Statements

Certain statements in this news release are forward-looking and involve a number of risks and uncertainties. Such forward-looking statements are within the meaning of that term in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, as well as within the meaning of the phrase 'forward-looking information' in the Canadian Securities Administrators' National Instrument 51-102 – Continuous Disclosure Obligations. The forward looking statements made herein are based on information currently available to the Company and the Company provides no assurance that actual results will meet management's expectations or assumptions with respect to, among other things, the ability of the Company to successfully complete the acquisition of the Bunker Hill Mine Complex on the terms as announced or other satisfactory terms or at all, and fund the initial payments for which the Company does not have funds at this time, the Company's present and future financial condition, the Company's ability to secure financing, and the state of financial markets. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan", and may include statements regarding, among other things, the terms of the Bunker Hill Mine Complex acquisition and funding of the acquisition. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results relating to, among other things, results of exploration, project development, and the Company's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as: the inability of the Company to successfully acquire the Bunker Hill Mine Complex on the terms as announced or other satisfactory terms or at all, and fund the payments for which the Company does not have funds at this time; the inability of the Company to budget and manage its liquidity in light of the failure to obtain additional financing; the inability of the Company to develop or sustain an active public market for its securities; development of changes in general economic conditions and conditions in the financial markets; changes in demand and prices for precious metals; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; operational difficulties encountered in connection with the activities of the Company; and other matters discussed in this news release. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors made in public disclosures and filings by the Company should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.