

MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Satori Resources Inc. (the "**Company**" or "**Satori**")
401 Bay Street, Suite 2702
Toronto, ON M5H 2Y4

ITEM 2 Date of Material Change:

January 19, 2017

ITEM 3 News Release:

January 19, 2017

ITEM 4 Summary of Material Change:

The Company announced changes to its board of directors, as well as the appointment of Mr. Julio DiGirolamo as Chief Financial Officer. Satori also granted stock options.

ITEM 5 Full Description of Material Change:

See news release dated January 19, 2017 attached hereto as Schedule "A".

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:

The report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

ITEM 7 Omitted Information:

No significant information has been omitted.

ITEM 8 Executive Officer:

William Ansley, Chief Executive Officer - (905) 580-3251

ITEM 9 Date of Report:

January 23, 2017

SCHEDULE "A"

Satori Resources Adds Technical Expertise by Board of Directors and Management Appointments

Toronto, Ontario – January 19, 2017 – Satori Resources Inc. (TSXV:BUD) (“Satori” or the “Company”) is pleased to announce the appointment of Gary O’Connor, MAusIMM, and Carl Hansen to the Company’s board of directors (the “**Board**”) and Julio DiGirolamo, CPA and CA, as Chief Financial Officer (“**CFO**”).

Mr. O’Connor is a professional geologist and is currently the Vice President, Exploration of Dundee Resources Limited where, since 2007, he has been responsible for the technical due diligence and review of resource projects. His 30 years of global experience in the mineral exploration industry includes positions with Gabriel Resources, European Goldfields, Freeport-McMoRan, BP Minerals and Amax Minerals.

Mr. Hansen is a geologist with over 25 years of experience in the exploration and mining industry. He is currently the CEO of Atacama Pacific Gold Corporation and was the co-founder and CEO of Andina Minerals until January 2009. Mr. Hansen has held senior positions with TVX Gold Inc. and Kinross Gold Corporation, as well as operational positions with Inco Limited. He has a range of underground mine development experience having been the Chief Geologist at the New Britannia Mine in Snow Lake, Manitoba and Senior Geologist/Project Manager at the high-grade Kasperske Hory Project, Czech Republic. Further, Mr. Hansen worked at the Casa Berardi Mine, Quebec during its early development. Carl is a director of Atacama Pacific, Colombia Crest Gold Corp. and Metallum Resources Inc.

Mr. DiGirolamo is a Chartered Professional Accountant who has over 22 years of experience including, most-recently, five years as CFO for Carlisle Goldfields Limited, a TSX-listed gold exploration company having projects located in northern Manitoba, Canada, until its acquisition by Alamos Gold Inc. in January 2016. Mr. DiGirolamo was also recently appointed CFO for SGX Resources Inc. He began his public market experience while holding various senior roles during his five years with Greenstone Resources Ltd., a TSX and NASDAQ-listed gold mining company with activities focused in four Latin American countries. Over his career, Mr. DiGirolamo has served on the boards of various public and non-profit organizations.

The Company further announces that Director Rick Henderson has decided to retire from Satori’s Board.

“We would like to welcome Gary and Carl to the Board and Julio to our management team,” said Bruce Reid, Chairman of the board. “Collectively they bring a tremendous amount of experience growing resources, developing assets and accessing capital markets. As the Company continues to explore and evaluate the potential development of Tartan Lake, these key additions to our board and management team will benefit the Company through several future phases. We also like to express our sincere thanks to Mr. Henderson for his efforts throughout the difficult market conditions of the past several years.”

“The new members of the Board and management team provide a wealth of technical and financial experience at this juncture of Satori’s emergence and will be invaluable as we advance our exploration plans at Tartan Lake Mine Project,” stated CEO Will Ansley. “The Company recently announced

encouraging drill results that show high-grade mineralization outside of the known mineral resources, and we will continue drilling in early 2017 and expect to release results as they become available.”

Satori granted 300,000 incentive stock options to Mr. DiGirolamo. The stock options have an exercise price of \$0.18 per share and are exercisable in tranches for a period of up to five years.

ABOUT SATORI RESOURCES INC.

Satori is a Toronto-based mineral exploration and development company whose primary property is the Tartan Lake Gold Mine Project (100% interest), located in the prolific Flin Flon mining district, in Manitoba, Canada. The Tattran Lake Gold Mine had historical high-grade production of 48,000 ounces of gold between 1987-1989. The Project hosts a largely intact 450 tonne per day gold concentrator and related infrastructure, along with a decline ramp providing access to developed gold mineralization within the Main and South Zones to a vertical depth of 320 metres.

FOR FURTHER INFORMATION, PLEASE CONTACT:

Will Ansley, CPA, CA

Chief Executive Officer

Satori Resources Inc.

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For further information, please visit www.satoriresources.ca.

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CAUTION REGARDING FORWARD-LOOKING INFORMATION

This news release of Satori contains statements that constitute “forward-looking statements.” Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Satori’s actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements.

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