

PROBE METALS INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

PROBE METALS INC.

56 Temperance Street, Suite 1000, Toronto, Ontario, M5H 3V5.

Item 2. Date of Material Change

May 22, 2018.

Item 3. News Release

The News Release was disseminated on May 22, 2018 via GlobeNewswire.

Item 4. Summary of Material Change

For further information, attached hereto is a copy of the News Release.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the News Release.

Item 6. Reliance of subsection 7.1(2) of National Instrument 51-102

N/A

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

David Palmer – President & Chief Executive Officer, 416 777 6703.

Item 9. Date of Report

May 22, 2018.



NEWS RELEASE – 06/2018

Symbol: TSX-V: PRB

Shares Issued: 93,927,379

**Probe Metals Announces a \$14 Million Bought Deal Private Placement
of Flow-Through Units and Non Flow-Through Units**

*NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR RELEASE, PUBLICATION,
DISTRIBUTION OR DISSEMINATION DIRECTLY, OR INDIRECTLY, IN WHOLE OR IN PART, IN OR
INTO THE UNITED STATES*

Toronto, May 22, 2018 – PROBE METALS INC. (TSX-V: PRB) (“Probe” or the “Company”) is pleased to announce that it has entered into an agreement with Sprott Capital Partners, a division of Sprott Private Wealth LP, on behalf of a syndicate of underwriters (collectively, the “**Underwriters**”), whereby the Underwriters have agreed to purchase, on a “bought deal” private placement basis, \$14,000,000 of securities of the Company (the “**Offering**”). The Offering consists of a combination of flow through units of the Company (“**FT Units**”) at a price of C\$1.90 per FT Unit and non flow-through units of the Company (“**Hard Units**”) at a price of \$1.15 per Hard Unit. The Company has agreed to incur and renounce in favour of the subscribers for the FT Units “Canadian exploration expenses” (within the meaning of the Income Tax Act (Canada)) in an amount equal to the subscription price for the FT Units.

Each FT Unit or Hard Unit will consist of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a “Warrant”). Each Warrant will entitle the holder to acquire one common share of the Company for 2 years from the closing of the Offering (the “Closing”) at a price of C\$1.45.

The Company has also granted the Underwriters an option to purchase up to an additional \$2,100,000 of Flow-Through Units and/or Hard Units, in such proportion as the Underwriters may determine, exercisable at any time prior to or within 30 days after Closing, to cover over-allotments, if any, and for market stabilization purposes.

The gross proceeds from the Offering will be used to fund exploration on Probe's projects in Québec and for working capital purposes.

The Offering will be effected by way of a private placement to qualified investors in such provinces of Canada as the Underwriters may designate, and otherwise in those jurisdictions where the Offering can lawfully be made. The securities to be issued under the Offering will have a hold period of four months and one day from Closing.

Closing is expected to occur on or about June 19, 2018, and is subject to the satisfaction of certain conditions, including receipt of all applicable regulatory approvals including the approval of the TSX Venture Exchange. In consideration for their services, the Underwriters will receive a cash commission equal to 6% of the gross proceeds of the Offering.

About Probe Metals:

Probe Metals Inc. is a leading Canadian gold exploration company focused on the acquisition, exploration and development of highly prospective gold properties. The Company is committed to discovering and developing high-quality gold projects, including its key asset the Val-d'Or East Gold Project, Quebec. The Company is well-funded and controls a strategic land package of approximately 1,000-square-kilometres of exploration ground within some of the most prolific gold belts in Quebec. The Company was formed as a result of the sale of Probe Mines Limited to Goldcorp in March 2015. Goldcorp currently owns approximately 13.7% of the Company.

On behalf of Probe Metals Inc.,

Dr. David Palmer,

President & Chief Executive Officer

For further information:

Please visit our website at www.probemetals.com or contact:

Seema Sindwani

Director of Investor Relations

info@probemetals.com

+1.416.777.9467

Forward-Looking Statements

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. This News Release includes certain "forward-looking statements" which are not comprised of historical facts. 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". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the intention to complete the Offering and the expected expenditure of the proceeds of the Offering, and the Company's objectives, goals or future plans. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to failure to identify mineral resources, failure to convert estimated mineral resources to reserves, delays in obtaining or failures to obtain required regulatory, governmental, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.