Form 51–102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Midnight Sun Mining Corp.
Suite 770 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 **Dates of Material Change**

April 27, 2020

Item 3 **News Release**

The press release was disseminated on April 27, 2020 through Newsfile.

Item 4 **Summary of Material Change**

Midnight Sun Mining Corp. has entered into an earn-in and joint venture agreement with Rio Tinto Mining and Exploration Limited ("Rio Tinto") in which Rio Tinto can earn up to a 75% interest in the Solwezi Licences.

Item 5 **Full Description of Material Change**

See attached news release and agreement for details.

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

Not applicable.

Item 7 **Omitted Information**

Redacted confidential information does not include any significant facts.

Item 8 **Executive Officer**

Allan Fabbro
President & CEO
Tel: 1-604-351-8850

Item 9 **Date of Report**

May 6, 2020

MIDNIGHT SUN

MIDNIGHT SUN SIGNS USD$51 MILLION EARN-IN AGREEMENT WITH RIO TINTO

Vancouver, British Columbia, April 27, 2020 -- Midnight Sun Mining Corp. (the "Company" or "Midnight Sun") (TSX-V: **MMA**) is pleased to report the Company has entered into an earn-in and joint venture agreement with Rio Tinto Mining and Exploration Limited ("Rio Tinto") in which Rio Tinto can earn up to a 75% interest in the Solwezi Licences.

The Solwezi Licences are comprised of two individual exploration licences totalling 506 square kilometres, situated in the North-Western Province of Zambia, adjacent to First Quantum's Kansanshi Mine; Africa's largest copper mining complex, on the prolific Zambia-Congo Copper Belt.

Summarized Terms of the Agreement

- Initial Cash Payment: A cash payment in the amount of USD$700,000 will become payable by Rio Tinto to Midnight Sun upon removal of conditions.
- Initial Work Program: Rio Tinto can fund an initial work program on the Solwezi Licenses by spending USD$3,000,000, of which USD$2,000,000 is a firm commitment, within the next two field season. After completing the firm commitment, a further USD$300,000 will become payable by Rio Tinto to Midnight Sun before Rio Tinto proceeds with the additional expenditures.
- Stage 1: After completing the Initial Work Program, Rio Tinto can earn 51% ownership of the Solwezi Licenses by incurring a further USD$16,000,000 in work expenditures within four years and making a total of USD$1,000,000 in additional scheduled cash payments to Midnight Sun.
- Stage 2: Rio Tinto can earn an additional 14% ownership of the Licences by incurring a further USD$14,000,000 in work expenditures or completing a Feasibility Study within three years of starting Stage 2 and making an additional USD$1,000,000 cash payment to Midnight Sun.
- Stage 3: Rio Tinto can earn an additional 10% ownership of the Licences by incurring a further USD$15,000,000 in work expenditures within two years.

"I am excited to be partnering with one of the preeminent leaders in the mining industry" stated the Company's Acting CEO, Al Fabbro. "Rio Tinto's enthusiasm towards the Solwezi Licences reflects my own. Their expertise combined with their aggressive exploration plans are precisely what I want to see for this project."

The earn-in and joint venture agreement remains subject to TSX Venture Exchange approval as well as customary conditions and contains representations, warranties, covenants and indemnities as are typical for agreements of this nature.

ON BEHALF OF THE BOARD OF MIDNIGHT SUN MINING CORP.

Al Fabbro – Lead Director & Acting Chief Executive Officer

For Further Information Contact:

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Lead Director
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NEITHER THE 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 NEW RELEASE.

This news release includes certain statements that may be deemed "forward-looking statements." All statements in this release, other than statements of historical facts, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include, changes in market conditions, unsuccessful exploration results, changes in commodity prices, unanticipated changes in key management personnel and general economic conditions. Mining exploration and development is an inherently risky business. Accordingly, the actual events may differ materially from those projected in the forward-looking statements. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors 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.