

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Lillingstone Metals Inc. (the “Company”)
Suite 650 – 1021 West Hastings St.
Vancouver, BC V6E 0C3

Telephone: (604) 558 7687

Item 2. Date of Material Change

February 19, 2018.

Item 3. News Release

The news release announcing the material change was issued at Vancouver, British Columbia on February 27, 2018 and was disseminated via Wire Service Media and filed on SEDAR.

Item 4. Summary of Material Change

Lillingstone Metals Inc. (or the “Company”), and Mr. W. Coles Jr. announced ownership interest in Lillingstone Metals Inc.

Item 5. Full Description of Material Change

On February 27, 2018, Lillingstone Metals Inc. (the “Company”) and Mr. W. Coles Jr. (the “Purchaser”) announced that, pursuant to a private placement agreement (the “Agreement”) entered on February 19, 2018, the Purchaser has acquired a direct beneficial ownership of 2,165,500 common shares in the capital of the Company.

Prior to the Arrangement, the Purchaser neither beneficially owned or controlled, directly or indirectly any securities of the Company.

As a result of the Agreement, the Purchaser currently holds 2,165,500 Common Shares representing 30.0% of the Company’s 7,214,607 issued and outstanding Common Shares.

The Purchaser has acquired the above-noted Common Shares for investment purposes. The Purchaser may in the future take such actions in respect of its holdings in the Company as they may deem appropriate in light of the circumstances then existing, including the purchase of additional securities of the Company through open market purchases or privately negotiated transactions or the sale of all or a portion of the Purchaser’s holdings in the open market or in privately negotiated transactions to one or more purchasers, subject in each case to applicable securities law.

The Purchaser expects the Company to be involved with the identification and evaluation of acquisition opportunities to permit the Company to acquire a business or assets in order to conduct commercial operations.

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

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

Walter Coles Jr., Director, Tel No: 604-684-8725

Item 9. Date of Report

Dated at Vancouver, BC, this 28th day of February, 2018.