

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

PoweOre Inc. (the "**Company**")
55 University Avenue
Suite 1805
Toronto, Ontario
M5J 2H7

ITEM 2 . DATE OF MATERIAL CHANGE

March 29, 2019.

ITEM 3. NEWS RELEASE

Issued on March 29, 2019 and distributed through the facilities of Canada Newswire and the System for Electronic Document Analysis and Retrieval (SEDAR).

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company completed a non-brokered private placement financing (the "**Private Placement**") of flow-through units (the "**FT Units**") and non flow-through units (the "**NFT Units**") for gross proceeds in the aggregate amount of \$1,006,032.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

A copy of the Company's news release relating to the Private Placement is attached hereto as Schedule A.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

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

Contact: Alex Stewart, Executive Chairman
Telephone: 416 644-1567

ITEM 9. DATE OF REPORT

April 5, 2019.

Schedule A

News Release

See attached.

PowerOre Increases Non-Brokered Private Placement

TORONTO, March 29, 2019 /CNW/ - PowerOre Inc. ("Power Ore" or the "Company") (TSX.V: PORE) is pleased to announce that it has closed the previously announced (see February 28, 2019 news release) non-brokered private placement financing in the increased aggregate amount of \$1,006,032 (the "Offering"). This press release replaces and supersedes the Company's March 26th, 2019 press release. Upon closing of the Offering, the Company issued:

- (a) 4,733,600 flow-through units (the "Flow-Through Units"), at a price of \$0.12 per Unit for gross proceeds of \$568,032 where each Flow-Through Unit consists of one common share and one-half (1/2) of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.16 for a period of 24 months from today's closing; and
- (b) 4,380,000 units (the "Hard Dollar Units"), at a price of \$0.10 per Unit, for gross proceeds of \$438,000, where each Hard Dollar Unit consists of one common share and one-half (1/2) of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.15 for a period of 24 months from today's closing.

In accordance with applicable securities laws in Canada, the common shares and warrants issued as part of the Flow-Through Units and the Hard Dollar Units under this private placement will be subject to a four month and one day hold period from the date of closing of the Offering.

In consideration for introducing certain subscribers to the private placement, the Company has paid finders fees of \$36,710.24 in cash together with issuing 331,555 finders warrants exercisable at a price of \$0.10 each for a period of 24 months from closing.

About Opemiska Copper Mine Complex

The Opemiska Copper Complex is located adjacent to the town of Chapais, Quebec within the Chibougamau region. Opemiska is also within the Abitibi Greenstone belt and within the boundaries of the Province of Quebec's Plan Nord which promotes and funds infrastructure and development of natural resource projects. The project consists of 11 mining claims and covers the past producing Springer & Perry mines which were owned and operated by Falconbridge. The project has excellent in place infrastructure including a power station and direct access to Highway 113 and the Canadian National Railway.

Opemiska was mined by Falconbridge as a high-grade underground mining operation, and was in production for over 35 years prior to Ex-In acquiring the property in 1993.

For information and updates on Power Ore, please visit: www.powerore.com

And please follow us on Twitter @PowerOre

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. Certain information in this press release may contain forward-looking statements. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. Power Ore is a trade name of PowerOre Inc. PowerOre Inc. assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to PowerOre Inc. Additional information identifying risks and uncertainties is contained in filings by PowerOre Inc. with Canadian securities regulators, which filings are available under PowerOre Inc. profile at www.sedar.com.

SOURCE Power Ore

View original content: <http://www.newswire.ca/en/releases/archive/March2019/29/c5841.html>

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For further information: To speak to the Company directly, please contact: Stephen Stewart, Chief Executive Officer, Phone: 416.644.1571, Email: [sstewart@powerore.com](mailto:ss Stewart@powerore.com), www.powerore.com

CO: Power Ore

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