FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Clear Mountain Resources Corp.
67 East 5th Avenue
Vancouver, BC, V5T 1G7

Item 2 **Date of Material Change**

November 18, 2015

Item 3 **News Release**

The Press Release dated November 20, 2015, was disseminated via Canada Stockwatch.

Item 4 **Summary of Material Change**

The Company completed its private placement.

Item 5 **Full Description of Material Change**

The Company closed its private placement of 4,000,000 units at $0.01 per unit for total gross proceeds of $40,000. Each unit consists of one common share and one transferable share purchase warrant, each warrant exercisable into one additional common share until November 18, 2020, at an exercise price of $0.05 per common share.

Proceeds of the placement will be used as follows:

Description	Amount
Audit fees	$ 5,250.00
Legal fees	4,865.00
Transfer agent fees	2,500.00
Rent	6,000.00
Paralegal consulting services	4,500.00
TSXV filing fees	970.00
Administration and office	2,500.00
Insurance	5,000.00
Unallocated working capital	8,415.00
Total	$40,000.00

All securities issued under the placement are subject to regulatory hold periods expiring on March 19, 2016.

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**

Michael Waldkirch, CFO – Tel: 604-273-6955

Item 9 **Date of Report**

November 20, 2015