FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Clear Mountain Resources Corp.
409 Granville Street, Suite 1000
Vancouver, BC, V6C 1T2

Item 2 **Date of Material Change**

April 5, 2016

Item 3 **News Release**

The Press Release dated April 8, 2016, was disseminated via Canada Stockwatch.

Item 4 **Summary of Material Change**

The Company announced changes to directors and officers.

Item 5 **Full Description of Material Change**

Geoff Balderson has been appointed Chief Executive Officer and director of the Company and Carrie Cesarone has been appointed Chief Financial Officer and Secretary of the Company. The Company also appointed Jeffery Tindale and Leighton Bocking as directors of the Company.

Richard Barth has resigned as Chief Executive Officer and director, Michael Waldkirch has resigned as Chief Financial Officer and director and Craig Taylor and Mark Vanry have resigned as directors of the Company.

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**

Geoff Balderson, CEO – Tel: 604-602-0001

Item 9 **Date of Report**

April 11, 2016