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**

June 27, 2016

Item 3 **News Release**

The Press Release dated June 27, 2016, was disseminated via Canada Stockwatch.

Item 4 **Summary of Material Change**

The Company announced closing of its private placement.

Item 5 **Full Description of Material Change**

The Company has closed its private placement of 9,505,000 units at $0.075 per unit for total gross proceeds of $712,875. Each unit consists of one common share and one transferable share purchase warrant, each warrant exercisable into one additional common share at a price of $0.20 per share until June 27, 2019.

The Company issued a total of 130,200 units to finders for their efforts in finding certain placees. Each finder`s unit consists of one common share and one non-transferable share purchase warrant, with each warrant exercisable into one additional common share at a price of $0.20 per share until June 27, 2019.

All securities issued under the placement are subject to statutory hold periods expiring October 28, 2016.

Proceeds of the placement will be used for the search and investigation of new opportunities for the Company and for general working capital.

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**

July 6, 2016