

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company

Select Sands Corp.
Suite 310 - 850 West Hastings Street
Vancouver, British Columbia
V6C 1E1

ITEM 2. Date of Material Change

October 4, 2016

ITEM 3. News Releases

A press release in the form of Schedule A attached hereto was disseminated on October 4, 2016 via Marketwired news service.

ITEM 4. Summary of Material Change

Select Sands Corp. ("Select Sands" or the "Company") (TSX VENTURE:SNS)(OTC:CLICF) has announced that it has entered into a binding agreement with Tuttle Holding, LLC and Steve Hackmann, Ozark Premium Sand, LLC ("OPS") pursuant to which Select Sands' wholly owned subsidiary, American Select Corp., will purchase certain of OPS's equipment and shall have the option to purchase OPS's dry processing plant, operating equipment, saleable inventory, and customer lists amongst other miscellaneous assets owned by OPS.

Included in the assets in respect of which the Company will have an option to purchase is a 26-acre fully operational drying facility with storage located within 50 miles of Select Sands' "Sandtown" quarry in Arkansas, USA. The 26-acre facility is located on the Union Pacific Rail Line. If the option is exercised, this transaction will transform Select Sands into a fully integrated, self-sufficient Tier 1 sand producer with capacity to process more than 600,000 tons per year with an excellent logistics and storage advantage. In addition, the facility can be easily expanded to increase the amount of sand that can be processed.

Pursuant to the terms of the agreement, Select Sands will pay US\$500,000 upon signing of the agreement to the vendors in respect of the purchase of certain heavy equipment. Select Sands will take title to these assets upon payment of the US\$500,000.

Select Sands will then have 60 days to complete its due diligence on the remaining assets that are subject to the agreement. If Select Sands is satisfied with its due diligence, then before the end of the due diligence period it must pay an additional US\$250,000 to the vendors for certain specified additional heavy equipment and US\$250,000 as a payment for the option to acquire the remaining assets within the period expiring on the one year anniversary of the date of payment of the above referenced US\$250,000 option payment. The purchase price for the remaining assets subject to the option will be US\$3,317,000, after deducting the US\$250,000 option payment.

ITEM 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule A.

5.2 Disclosure for Restructuring Transactions

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

The following officer of the Company may be contacted for further information:

Rasool Mohammad, B.Sc. (Mining)
President & CEO
Phone: (604) 639-4533

ITEM 9. Date of Report

This report is dated this 13th day of October, 2016.



TSX VENTURE : [SNS](#)
OTC PINK : CLICF
October 04, 2016 17:58 ET

**Select Sands Enters Into an Agreement Including Option to Purchase Dry Plant,
Operating Equipment, and Sand Inventory Located Near Select Sands' Sandtown Quarry
on Union Pacific Rail Line**

**If Completed, Transaction Will Transform Select Sands Into Self-Sufficient Tier 1 Sand Producer Capable of
600,000 Tons Per Year**

VANCOUVER, BRITISH COLUMBIA--(Marketwired - October 4, 2016) - Select Sands Corp. ("Select Sands" or the "Company") (TSX VENTURE:SNS)(OTC:CLICF) is pleased to announce that it has entered into a binding agreement with Tuttle Holding, LLC and Steve Hackmann, Ozark Premium Sand, LLC ("OPS") pursuant to which Select Sands' wholly owned subsidiary, American Select Corp., will purchase certain of OPS's equipment and shall have the option to purchase OPS's dry processing plant, operating equipment, saleable inventory, and customer lists amongst other miscellaneous assets owned by OPS.

Included in the assets in respect of which the Company will have an option to purchase is a 26-acre fully operational drying facility with storage located within 50 miles of Select Sands' "Sandtown" quarry in Arkansas, USA. The 26-acre facility is located on the Union Pacific Rail Line. If the option is exercised, this transaction will transform Select Sands into a fully integrated, self-sufficient Tier 1 sand producer with capacity to process more than 600,000 tons per year with an excellent logistics and storage advantage. In addition, the facility can be easily expanded to increase the amount of sand that can be processed.

Rasool Mohammad, President, CEO and Director of Select Sands states, "We are very pleased to come to terms on this transaction that is very favourable for both parties moving forward. In the energy market, Tier-1 regional (40/70 and 100 mesh) sand is in high demand right now, and the market is tightening for this finer sand. Our timing to become a new supplier of high-purity, finer mesh sand couldn't come at a better time for our shareholders."

Pursuant to the terms of the agreement, Select Sands will pay US\$500,000 upon signing of the agreement to the vendors in respect of the purchase of certain heavy equipment. Select Sands will take title to these assets upon payment of the US\$500,000.

Select Sands will then have 60 days to complete its due diligence on the remaining assets that are subject to the agreement. If Select Sands is satisfied with its due diligence, then before the end of the due diligence period it must pay an additional US\$250,000 to the vendors for certain specified additional heavy equipment and US\$250,000 as a payment for the option to acquire the remaining assets within the period expiring on the one year anniversary of the date of payment of the above referenced US\$250,000 option payment. The purchase price for the remaining assets subject to the option will be US\$3,317,000, after deducting the US\$250,000 option payment.

[As per the June 2015 PEA report by Tetra Tech of Golden, Colorado, USA](#) and Vancouver, BC, Canada, the Sandtown property has a pre-tax net present value of US\$160 million and a post-tax net present value of US\$92

million. The PEA was completed on a portion of the current silica sand mineral resources (see the Select Sands' June 10, 2015 News Release).

Within this PEA, the CAPEX for the drying plant, equipment, storage and loadout was ~US\$32M, whereas the total purchase price that encompasses the vast majority of this CAPEX totals US\$4,317,000.

Mr. Mohammad continues, "This transaction demonstrates our commitment to become a fully integrated producer in the most accretive way possible and demonstrates our aligned interests with shareholders."

The Company is fully funded to make the first two payments from treasury and is in the position to fully evaluate all financing options to finalize the proposed transaction as the Company continues to increase sales and ramp production.

An up to three percent finder's fee will be paid in respect of this transaction. Completion of the transaction and payment of the finders' fee will be subject to receipt of any applicable regulatory approvals.

Mark Horan, P.Eng. of Tetra Tech, a Qualified Person as defined by National Instrument 43-101, has reviewed and approved the scientific and technical disclosure in this News Release.

About Select Sands Corp.

Select Sands' Sandtown property, located in northeast Arkansas, USA, is underlain by the Ordovician St. Peter sandstone formation, which is a major source of Northern White Silica Sand.'). Compared to competitive sand mines located in Wisconsin owned by the largest US frac sand producers, Sandtown has a competitive location advantage as it is approximately 650 rail miles closer to the Texas/Louisiana oil/gas plays as well as the Houston port and industrial hub.

The Company has acquired a wet processing plant to produce Northern White 40/70 and 100 mesh silica sand products with daily capacity of up to 1,500 tons per day (see August 23, 2016 News Release). The wet processing plant includes feed hopper, conveyor, classifiers, cyclones, and control building and is optimized to increase its daily capacity at minimal cost as needed. The Company continues to seek additional opportunities in the region to secure strategic assets that will continue to optimize production.

The Company has acquired 20 million common shares of Comstock Metals Ltd. pursuant to its sale of its gold assets to Comstock as set forth in the Company's press release issued on Sept. 14, 2016. The 20 million shares were issued at a deemed price of 29 cents per share for total deemed consideration of CAD\$5.8-million. After giving effect to the acquisition by the Company of the 20 million common shares, the Company has ownership or control over approximately 35.4 percent of the issued and outstanding common shares of Comstock.

As per the June 2015 PEA report by Tetra Tech of Golden, Colorado, USA and Vancouver, BC, Canada, the Sandtown property has a pre-tax net present value of US\$160 million and a post-tax net present value of US\$92 million. The PEA was completed on a portion of the current silica sand mineral resources (see the Select Sands' June 10, 2015 News Release). Select Sands would like to remind investors that mineral resources for the Sandtown Property are not mineral reserves and do not have demonstrated economic viability and there is no certainty that this PEA will be realized. The PEA is preliminary in nature that it includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that the resources development, production, and economic forecasts on which this PEA is based

will be realized. Subsequent to the completion of the 2015 PEA, Select Sands announced an updated mineral resource estimate for the Sandtown property totaling 41.98 Million Tons of Indicated silica sand mineral resources (see the Select Sands February 10, 2016 news release).

Forward Looking Statements

This News Release includes forward-looking information and statements, which may include, but are not limited to, information and statements regarding or inferring the future business, operations, financial performance, prospects, and other plans, intentions, expectations, estimates, and beliefs of the Company. Such statements include statements regarding the completion of the transaction described in this press release, the ability to expand the facility that is the subject of the option, targets and future exploration on the Company's properties. Information and statements which are not purely historical fact are forward-looking statements. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein. Although the Company believes that any forward-looking information and statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such information and statements, there can be no assurance that any such forward-looking information and statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof, and except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise, except as required by applicable laws.

For more information about Select Sands Corp., please visit www.selectsandscorp.com.

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.

Contact Information

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