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

November 4, 2016

ITEM 3. News Releases

A press release in the form of Schedule A attached hereto was disseminated on November 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 closed its previously announced non-brokered private placement financing of common shares (the “Offering”) (See press releases dated October 14, 2016). Pursuant to the Offering the Company issued a total of 21,376,340 Shares at a price of Cdn$0.77 per Share for aggregate gross proceeds of Cdn$16,459,781.80 (~$US 12.5 million including the 25% of overallotment). The net proceeds of the Offering will be used to fund the purchase price of the previously announced asset acquisition with Tutle Holding, LLC (see press release dated October 4, 2016), and capital expenditures and for general corporate purposes.

Pursuant to the Offering, the Company issued common shares to a purchaser that is considered a “related party” (within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”)), making the Offering a “related party transaction” (within the meaning of MI 61-101) (the “Related Party Subscriptions”). The Company was exempt from obtaining a formal valuation for, and minority approval of, the Related Party Subscriptions pursuant to Section 5.5(b) and 5.7(b) of MI 61-101, respectively.

John Kime (“Kime”) and his wife subscribed for a total of 70,000 common shares pursuant to the Offering. Mr. Kime who is a director of the Company and a “related party” of the Company (within the meaning of MI 61-101), now beneficially owns, or exercises control or direction over, 132,500 common shares of the Company (or, approximately 0.16% of the issued and outstanding common shares of the Company or approximately 0.32% of the issued and outstanding common shares of the Company on a partially diluted basis).

The Company's board of directors approved the Offering, including the related party subscription. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

The Company has not received nor has it requested a valuation of its securities to be issued as part of the related party subscription in the 24 months prior to the date hereof.

This material change report was filed less than 21 days prior to the date of the closing of the Offering. The shorter period was necessary because the Company wished to close the Offering on an expedited basis for sound business reasons and in a timeframe consistent with usual market practices for transactions of this nature.

The Company will send a copy of this material change report to any security holder of the Company upon request and without charge.

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 14th day of November, 2016.

Schedule A

SELECT SANDS

SELECT SANDS ANNOUNCES CLOSING OF FULLY SUBSCRIBED PRIVATE PLACEMENT INCLUDING THE 25% OVERALLOTMENT RAISING A TOTAL OF CDN$16.46 MILLION (~$US 12.5MILLION)

NOT FOR DISSEMINATION TO U.S. NEWSWIRE SERVICES

November 4, 2016 – **Vancouver, BC, Canada. –** Select Sands Corp. ("Select Sands" or the "Company") (TSXV: SNS, OTC:CLICF) is pleased to announce that it has closed its previously announced non-brokered private placement financing of common shares (the "Offering") (See press releases dated October 14, 2016). Pursuant to the Offering the Company issued a total of 21,376,340 Shares at a price of Cdn$0.77 per Share for aggregate gross proceeds of Cdn$16,459,781.80 (~$US 12.5 million including the 25% of overallotment). The net proceeds of the Offering will be used to fund the purchase price of the previously announced asset acquisition with Tutle Holding, LLC (see press release dated October 4, 2016), and capital expenditures and for general corporate purposes.

Cash finders' fees in the aggregate amount of Cdn$837,029.56 were paid to certain finders. In addition 1,087,051 finder warrants were issued to certain finders. Each finder's warrant entitles the holder to purchase one common share of the Company for a period of two years from the date of issuance of the warrants at an exercise price of Cdn$0.77 per share. The outstanding shares now will be 82,378,005.

Select Sands also wishes to advise that during the month of October 2016 and up to the date of this news release, the Company received Cdn$1,131,750 from the exercise 3,281,250 share purchase warrants.

The securities issued in connection with the Offering and the common shares issuable on exercise of the finder warrants were issued pursuant to applicable exemptions from the prospectus requirements under applicable securities laws. Such securities are subject to a four month hold period which will expire on March 5, 2017.

Pursuant to the Offering, the Company issued common shares to a purchaser that is considered a "related party" (within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101")), making the Offering a "related party transaction" (within the meaning of MI 61-101) (the "Related Party Subscriptions"). The Company was exempt from obtaining a formal valuation for, and minority approval of, the Related Party Subscriptions pursuant to Section 5.5(b) and 5.7(b) of MI 61-101, respectively.

John Kime ("Kime") and his wife subscribed for a total of 70,000 common shares pursuant to the Offering. Mr. Kime who is a director of the Company and a "related party" of the Company (within the meaning of MI 61-101), now beneficially owns, or exercises control or direction over, 132,500 common shares of the Company (or, approximately 0.16% of the issued and outstanding common shares of the Company or approximately 0.32% of the issued and outstanding common shares of the Company on a partially diluted basis).

The material change report to be filed in connection with the Private Placement will be filed less than 21 days prior to the closing of the Private Placement. The shorter period was necessary in order to permit the Company to close the Private Placement in a timeframe consistent with usual market practice for transactions of this nature.

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$5.0 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).

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.

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 use of proceeds of the Offering, the completion of the transaction with Tutle Holding, LLC, 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 or contact:

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