

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Fission Uranium Corp. ("**Fission**" or the "**Company**")
Suite 700 – 1620 Dickson Ave.
Kelowna, British Columbia V1Y 9Y2

Item 2: Date of Material Change

October 13, 2015

Item 3: News Release

A news release announcing the material change was disseminated over Marketwired on October 13, 2015 and a copy was filed on the Company's profile at www.sedar.com.

Item 4: Summary of Material Change

Fission and Denison Mines Corp. ("**Denison**") jointly announced the termination of the previously announced arrangement agreement pursuant to which Denison and Fission were to combine their respective businesses by way of a court-approved plan of arrangement (the "**Arrangement**").

Item 5: 5.1 - Full Description of Material Change

Fission and Denison jointly announced the termination of the previously announced arrangement agreement pursuant to which Denison and Fission were to combine their respective businesses by way of a court-approved Arrangement.

As of the deadline for submission of proxies on October 9, 2015, Denison's shareholders supported the Arrangement. While a majority of the Fission common shares voted were in favour of the Arrangement, the required two-thirds approval from Fission's shareholders was not obtained.

As a result of the termination of the Arrangement, neither Fission nor Denison will hold their respective shareholders meetings scheduled for October 14, 2015.

Computershare Investor Services Inc., as depositary for the Arrangement, will be returning any physical share certificates that have been submitted by shareholders of Denison and Fission in connection with the Arrangement, forthwith in accordance with the instructions contained in the letters of transmittal.

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

For further information, please contact Ross McElroy, President & COO of the Company at 250-868-8140.

Item 9: Date of Report

October 14, 2015.