

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 — Name and Address of Company

Brakpan Ventures Corp. (the “**Company**” or “**Brakpan**”)
Suite 1128
789 West Pender Street
Vancouver, BC, V6C 1H2

ITEM 2 — Date of Material Change

April 25, 2016

ITEM 3 — News Release

A news release with respect to the material change referred to in this report was disseminated on April 21, 2016 by way of the facilities of Stockwatch and Market News. Copies were also forwarded to the British Columbia Securities Commission, Alberta Securities Commission and the Ontario Securities Commission via SEDAR.

ITEM 4 — Summary of Material Change

The Company completed a plan of arrangement (the “**Arrangement**”) with Bard Ventures Ltd. (“**Bard**”), which resulted in the Grouse Mountain Property being transferred from Bard to the Company in exchange for shares of the Company.

In addition, the Company announced a proposed non-brokered private placement of up to 5,000,000 units at a price of \$0.05 per unit for gross proceeds of up to \$250,000.

ITEM 5 — Full Description of Material Change

The Arrangement, which resulted in the Grouse Mountain Property being transferred from Bard to Brakpan, closed on April 25, 2016, the “**Effective Date**” of the Arrangement. Brakpan common shares commenced trading on Monday, April 25, 2016, on the Canadian Securities Exchange (CSE) under the symbol “**BVC**”.

As advised in the TSX Venture Exchange (“**TSXV**”) Bulletin issued on April 18, 2016, purchasers of Bard common shares, through the facilities of the TSXV on or after April 21, 2016 (the “**Ex-Distribution Date**”) **will not be** entitled to receive Brakpan common shares pursuant to the Arrangement.

Under the Arrangement, persons who are registered as shareholders of Bard on April 25, 2016 (the “**Record and Distribution Date**”) **will be** entitled to receive one (1) common share of Brakpan for every three (3) common shares of Bard they own. Any resulting fractional shares will be cancelled.

This Arrangement provides the Bard shareholders with continued exposure to each company’s potential upside, additional growth opportunities and anticipated higher capital markets valuations for the two distinct asset bases, and will allow Bard to focus its resources on the

Lone Pine Molybdenum Property while Brakpan can aggressively pursue the advancement of the Grouse Mountain Property.

The Brakpan share certificates are expected to be mailed to Bard shareholders on or about April 27, 2016.

BRAKPAN FINANCING

Brakpan is pleased to announce that it is undertaking a non-brokered private placement for up to 5,000,000 units (each, a “**Unit**”) of Brakpan at a purchase price of \$0.05 per Unit for gross proceeds of up to \$250,000 (the “**Offering**”). Each Unit will be comprised of one common share in the capital of Brakpan and one common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one common share of Brakpan at a price of \$0.10 for a period of 24 months from the date of issuance. The Units will be subject to a four-month and one day hold period from the date of issuance in accordance with applicable Canadian securities laws. The Offering will be conducted on a best efforts basis.

The closing of the Offering is subject to receipt of all necessary regulatory and Board approvals.

The capital from the Offering will be used by Brakpan for exploration of its Grouse Mountain Property, as well as provide administrative expenses and 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

Eugene Beukman, President and Chief Executive Officer, Tel: 604-687-2038 - Ext. 223

ITEM 9 — Date of Report

April 25, 2016