

FORM 51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Top Exploration Inc. (the “**Company**”)
Suite 1080, 789 West Pender Street
Vancouver, British Columbia
Canada V6C 1H2

Item 2 Date of Material Change

September 2, 2020 and September 11, 2020.

Item 3 News Release

The news releases announcing the material changes described herein were disseminated through the news dissemination services of Stockwatch and Baystreet and were filed on SEDAR on September 2, 2020 and September 11, 2020, respectively.

Item 4 Summary of Material Change

On September 2, 2020, the Company announced that Barry Hartley, director, Chief Financial Officer and Corporate Secretary of the Company, has resigned to pursue other opportunities effective immediately.

On September 11, 2020, the Company announced the appointment of Mr. Martin Bajic as a director, Chief Financial Officer and Corporate Secretary.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On September 2, 2020, the Company announced Barry Hartley, director, Chief Financial Officer and Corporate Secretary of the Company, has resigned to pursue other opportunities. The resignation is effective immediately. The Company would like to thank Mr. Hartley for his contributions to the Company through his term and wishes him the best in his future endeavours.

The Company also announced that Jesse Hahn, a director of the Company, assumed the role of Interim Chief Financial Officer and Corporate Secretary.

On September 11, 2020, the Company announced the appointment of Mr. Martin Bajic as a director, Chief Financial Officer and Corporate Secretary.

Mr. Bajic holds a Bachelor of Arts Degree and a Diploma in Accounting from the University of British Columbia and is a Chartered Professional Accountant and has served as a director and senior executive officer of numerous public companies.

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

Brent Hahn, Chief Executive Officer
Telephone: 604-590-5199

Item 9 Date of Report

September 16, 2020