

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

**ITEM 1. NAME AND ADDRESS OF COMPANY**

Gorilla Minerals Corp. (the "Issuer")  
1177 West Hastings Street, Suite 2000  
Vancouver, BC V6E 2K3

**ITEM 2. DATE OF MATERIAL CHANGE**

May 4, 2017

**ITEM 3. NEWS RELEASE**

Issued May 4, 2017 and disseminated through the facilities of Market News and Stockwatch.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Issuer announced the acquisition of a resource exploration property located in British Columbia that was in part, a Related Party transaction.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

See attached news release.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

Not Applicable.

**ITEM 7. OMITTED INFORMATION**

There are no significant facts required to be disclosed herein which have been omitted.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Scott Sheldon, President  
Telephone: (604) 725.1857

**ITEM 9. DATE OF REPORT**

May 5, 2017

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## **Gorilla Minerals Signs Purchase Agreement for New Brenda Property in South Central British Columbia**

Vancouver, B.C. – May 4, 2017 – Gorilla Minerals Corp. (“Gorilla” or the “Company”) is pleased to announce that it has entered into an agreement (the “Transaction”) with three (3) individual and independent vendors (collectively, the “Vendors”) to acquire a 100% undivided interest in the 4,103.1 Hectare New Brenda Property (the “Property”) located in-between the past producing Brenda copper porphyry open pit mine, and the high grade open pit Elk gold mine.

The consideration payable to the Vendors in connection with the Transaction is as follows:

- on Closing, to pay \$65,000 cash to the Vendors;
- on Closing, to issue 2,000,000 escrowed common shares (“Shares”) to each of the Vendors for a total of 6,000,000 Shares. The Shares are expected to be escrowed pursuant to BCSC Form 46-201F1 under the three (3) year “emerging issuer” escrow provisions; and
- no later than on completion of a Feasibility Study, to issue a total of 4,000,000 Shares to the Vendors, or alternatively, at the election of Gorilla, transfer a 10% beneficial interest in the Property to the Vendors whereupon the parties would enter into a joint venture arrangement.

Closing will not occur until the previously announced unit private placement of the Company at \$0.10 per unit in a minimum amount of \$200,000 has been closed which closing is expected to occur in June, 2017 after the Company’s shareholder meeting.

Under Multilateral Instrument 61-101 (“MI 61-101”) (Protection of Minority Security Holders in Special Transactions), the Transaction constitutes a “Related Party” transaction since one of the Vendors, Adrian Smith, is a director of the Company. Pursuant to Part 5 of MI 61-101, the Company struck a special committee of independent directors to assess the fair value of the Property and to match that assessment to the appropriate consideration payable to the Vendors in connection with the Transaction. After thorough examination of the terms of the Transaction and the Property, the members of the special committee unanimously approved the Transaction and the consideration payable, without reservations. With approximately 10,595,000 issued and outstanding Company shares, the issuance of a minimum of 2,000,000 private placement shares, and the 6,000,000 property shares, there will be a minimum of 18,595,000 issued and outstanding Company shares on closing of the private placement and the Property acquisition, of which the Related Party will receive 2,000,000 escrowed shares (a maximum percentage of just over 10% of the issued and outstanding shares of the Company). Accordingly, the

Transaction is exempt from the formal valuation and minority approval requirements of MI 61-101 on the basis that the fair market value of the Transaction, insofar as it applies to the Related Party who is acting independent of the other Vendors, does not exceed 25% of market capitalization.

The New Brenda Property has been continuously held since the early 1970's as part of a regional land position. The Property has had minimal exploration reporting since the discovery of original Brenda mine. Recent exploration in the area was done by Fairfield Minerals Ltd in the 1990's and included a regional gold-only soil sampling campaign outlining several anomalies across the Property. Gorilla sees opportunity in the project area for near surface "open-pitable" structural gold systems similar to the Elk gold deposit approximately 15 kilometres to the west and, and porphyry copper gold deposits similar to the adjacent open-pit Brenda copper mine.

Historical soil samples, rock samples, and trenching defined multiple areas of anomalous gold on the Property. In the northeast area a chip sample across 3 meters of a road cut assayed 12.3 gram per tonne gold. In the east central area widely dispersed anomalies include rock samples with up to 8.5 ounces per ton (266 grams per tonne) gold. Additional multi-gram gold rock samples were identified forming a "boulder train" surrounding the 8.5 ounce per ton gold rock sample. Limited trenching in the same area identified 4.4 grams per tonne over 4 meters, 3.3 grams per tonne over 2 metres, and 8.8 grams per tonne over 1 metre. These trenches in the east central portion of the Property occur over a strike length of approximately 900m and are open to the northwest and southeast. The gold veining identified in trenching has not been drill tested. The ice direction and source of the boulders within the thin surficial glacial-till cover indicates that the highest grade samples are sourced further to the northwest from the trenching and are likely sourced within Property boundary.

A 2017 Airborne Magnetic Survey identified structures related to the gold in trenching, and also identified a porphyry target represented by a magnetic anomaly in center of a resistive topographic circular feature or "ring" approximately 2.6 kilometers in diameter located within the northwest portion of the Property. The recently completed airborne represents first geophysical work reported on the target areas and is expected to be followed-up with a targeted multi-element geochemistry, geophysics (IP), and drilling program.

Adrian Smith, P.Geo., is the Qualified Person, in accordance with NI 43-101 of the Canadian Securities Administrators, and is responsible for the technical content of this press release.

For additional information please contact Scott Sheldon at 604 725 1857.

### **Forward-Looking Information:**

This press release may include "forward-looking information" (as that term is defined by Canadian securities legislation), concerning the Company's business. Forward-looking information is based on certain key expectations and assumptions made by the Company's management, including future plans for the exploration and development of its mineral properties. Although the



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Company believes that such expectations and assumptions are reasonable, investors should not rely unduly on such forward-looking information as the Company can give no assurance they will prove to be correct. Forward-looking statements in this press release are made as of the date of this press release.

The Company disclaims any intent or obligation to publicly update any forward-looking information (whether as a result of new information, future events or results, or otherwise) other than as required by applicable securities laws.