

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Oriental Non-Ferrous Resources Development Inc. (the “Company”)
5148 Williams Road
Richmond, BC V6E 1K1

Item 2 Date of Material Change

October 15, 2018

Item 3 News Release

The news release was disseminated on October 15, 2018 by way of the facilities of Canada Stockwatch.

Item 4 Summary of Material Change

The Company has completed the acquisition of 95% of the issued and outstanding capital stock of Maple Beauty Global Limited (“MBGL”).

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Maple Mining Development Co. Ltd. (“**Maple Mining**”), a company incorporated under the laws of Mongolia, owns the mineral mining license over the Khaldun iron (zinc) mine located in Govi-Ugtaal Sum, Middle Govi (Dundgovi) province, Mongolia. Maple Mining is a 100% owned subsidiary of MBGL, a private corporation incorporated under the laws of British Virgin Islands.

Pursuant to the share purchase agreement dated March 20, 2018 among the Company, MBGL, and Genuine Success Global Limited (“**GSGL**”), a wholly owned subsidiary of the Company, the Company has acquired 95% of the issued and outstanding shares of MBGL through GSGL. The Company has issued convertible debentures representing an aggregate purchase price of \$19,000,000 to the pre-acquisition shareholders of MBGL. The debentures are convertible into common shares of the Company at a deemed price per share equal to the closing market price of the shares on the Canadian Securities Exchange on the trading day prior to the earlier of dissemination of a news release disclosing the issuance of the debentures or the posting of notice of the proposed issuance of the debentures.

The acquisition of 95% of the issued and outstanding common shares of Maple Beauty Global Limited was ratified and approved by shareholders of the Company at the annual general and special meeting of the shareholders of the Company held on August 24, 2018.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Eugene Beukman, President and Chief Executive Office

Business telephone: (604) 687-2038 (ext. 223)

Facsimile: (604) 687-3141

Item 9 Date of Report

October 15, 2018