

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Consolidated Tanager Limited (“**Consolidated Tanager**” or the “**Company**”)

Item 2. Date of Material Change

A material change occurred on October 24, 2019 regarding receipt of the first royalty payment of CAD\$235,183 under the Coal Royalty Agreement with Coalspur Mines (Operations) Ltd. (“**CMOL**”).

A second material change was the receipt of confirmation from CMOL on October 31, 2019 that in excess of 500,000 clean tonnes of coal had been produced, sold and delivered from Hinton, Alberta, triggering a third option payment obligation from CMOL to the Company of CAD\$10 million.

Item 3. News Release

A News Release was disseminated on November 1, 2019.

Item 4. Summary of Material Change

A 1% royalty on the sales revenue from coal produced, sold and delivered from the Company’s Coal Leases at Hinton, Alberta has been received and will recur in subsequent periods when coal is produced from the Company’s Coal Leases, with payments anticipated in the month subsequent to the calendar quarter end.

CMOL is mining coal from the Company’s Coal Leases for which it has an option agreement to acquire, as well as from other coal leases that it owns contiguous to the Company’s Leases. The milestone of shipping 500,000 clean tonnes of coal triggered a call for a final payment of CAD\$10 million after which CMOL becomes the beneficial owner of an undivided 100% interest in the Company’s Coal Leases at Hinton, Alberta, subject to the 1% Coal Royalty Agreement.

Item 5. Full Description of Material Change

The summary in Item 4 adequately describes the Material Changes.

The Coal Leases are held in escrow with a third-party Escrow Agent and will remain in escrow until the final payment has been received by the Company.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material changes.

Item 8. Executive Officer

For additional information with respect to these material changes please contact:

Carolyn Watson, CPA, CA,
Chief Financial Officer
Phone 416 488 5155
Email: cwatsonca@rogers.com

Item 9. Date of Report

November 1, 2019