

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

**Item 1 Name and Address of Company**

Fidelity Minerals Corp. (the "Company")  
Suite 1400 – 1111 West Georgia Street  
Vancouver, BC V6E 4M3

**Item 2 Date of Material Change**

January 28, 2019

**Item 3 News Releases**

The news release was issued on January 28, 2019 via Stockwatch and Market News.

**Item 4 Summary of Material Changes**

Fidelity announced that the TSX Venture Exchange (the "**Exchange**") has provided Final Approval of the Transaction to Acquire the Las Huaquillas Project, as News Released on December 6<sup>th</sup>, 2018 and January 18<sup>th</sup>, 2019

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached news releases.

*5.2 Disclosure for Restructuring Transactions*

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

Not Applicable

**Item 7 Omitted Information**

**Item 8 Executive Officer**

Ian Graham, Chief Executive Officer and Director, Telephone: 604.671.1353.

**Item 9 Date of Report**

January 28, 2019



## **Fidelity Minerals Announces Final Exchange Approval of Las Huaquillas Acquisition and Private Placement Financing**

**Vancouver, BC, January 28<sup>th</sup>, 2019** – Fidelity Minerals Corp. (TSX-V: FMN | FSE: S5GM | SSE: MNYC) (“**Fidelity Minerals**” or the “**Company**”) is pleased to announce that the TSX Venture Exchange (the “**Exchange**”) has provided Final Approval of the Transaction to Acquire the Las Huaquillas Project, as News Released on December 6<sup>th</sup>, 2018 and January 18<sup>th</sup>, 2019.

*The acquisition of our interest in the core Las Huaquillas Project and the subsequent staking of adjacent concessions on a 100% basis by Fidelity Minerals, provides the Company with a very significant resource appraisal opportunity which we expect to advance in 2019”* said Ian Graham, CEO of the Company.

The Company is also pleased to announce that it has arranged a private placement financing (the “**Financing**”) of up to 12,500,000 units at a price of \$0.05 per unit for total gross proceeds of up to \$625,000. Each unit consists of one common share and a whole warrant, with each whole warrant exercisable into one additional common share at \$0.06 per share for one (1) year after the closing date.

The Company intends to use the net proceeds of the Financing for expenditures related to the Greater Las Huaquillas (GLH) project, preparations for recapitalising its Cerro Dorado mill and for corporate working capital purposes.

Finders' fees will be payable to eligible individuals and entities in connection with the Financing in accordance with the policies of the TSX Venture Exchange. The private placement is subject to approval of the TSX Venture Exchange.

### **About Fidelity Minerals Corp.**

Fidelity Minerals Corp. is an emerging gold producer focusing on unlocking value from advanced stage mining assets in Peru. The company is backed by an experienced management team with diverse technical, market, and commercial expertise and is supported by committed and sophisticated investors focused on building long term value, now anchored by Lions Bay Capital Inc.

On behalf of the Board of Fidelity Minerals.

Ian Graham

CEO and Director

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For more information, please visit the corporate website at <http://www.fidelityminerals.com> or contact:

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***NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS NEWS RELEASE.***