

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

### **Item 1 Name and Address of Company**

Valterra Resource Corporation (the "Company")  
1100 – 1199 West Hastings Street  
Vancouver, BC V6E 3T5

### **Item 2 Date of Material Change**

June 26, 2017

### **Item 3 News Release**

A news release was issued in Vancouver, British Columbia on June 26, 2017 and distributed through Newsfile.

### **Item 4 Summary of Material Change**

The Company acquired an option to purchase the Weepah property.

### **Item 5 Full Description of Material Change**

The Company has acquired an option to purchase the Weepah Mesothermal Gold project in Esmeralda County, Nevada from Nevada Select Royalty, Inc., a wholly owned subsidiary of Ely Gold & Minerals Inc. The property consists of 76 lode mining claims and 1 patented claim, totaling approximately 590 hectares, and is accessible from Highway 95 approximately 32 km southwest of the town of Tonopah, Nevada. The Company, through its wholly-owned Nevada subsidiary, may acquire a 100% interest in the property by making the following staged payments totaling US\$1 million over a period of four years: US\$100,000 at closing (which may be paid in shares); US\$100,000 on first anniversary of closing (which may be paid in shares); US\$200,000 on second anniversary of closing; US\$200,000 on third anniversary of closing; and US\$400,000 on fourth anniversary of closing. The property is subject to royalties totaling 3% of net smelter returns which the Company may reduce to 2% for US\$2.5 million. Advance minimum royalty payments will be due upon the anniversary of the option exercise as follows: US\$25,000 on first, second and third anniversaries, and US\$35,000 on subsequent anniversaries.

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

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

### **Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

### **Item 8 Executive Officer**

The following officer of the Company is knowledgeable about the material change disclosed in this report: Arie Page, Corporate Secretary, Tel: (604) 641-2777

### **Item 9 Date of Report**

July 6, 2017