

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

April 23, 2018

Item 3 News Release

A news release was issued in Vancouver, British Columbia on April 24, 2018 and distributed through Newsfile Corp.

Item 4 Summary of Material Change

The Company closed the final tranche of its previously reported private placement.

Item 5 Full Description of Material Change

See attached news release.

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: Graham Thatcher, CFO, Tel: (604) 641-2775

Item 9 Date of Report

April 25, 2018

Valterra Closes Oversubscribed Private Placement

Vancouver, British Columbia--(Newsfile Corp. - April 24, 2018) - **Valterra Resource Corporation (TSXV: VQA) (OTCQB: VRSCF) ("Valterra" or the "Company")** has closed the final tranche of its previously reported private placement by issuing 3,450,000 units at a price of \$0.03 per unit for gross proceeds of \$103,500. In total, the Company has now closed 11,203,667 units in two tranches for total gross proceeds of \$336,110. Each unit consists of one common share and one share purchase warrant exercisable to purchase one additional common share for a period of three years at an exercise price of \$0.05 per common share. Securities issued pursuant to the final tranche of the private placement, including common shares and share purchase warrants, carry a legend restricting trading of the securities until August 24, 2018. The final closing is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSX Venture Exchange.

Finders' fees and commissions may be paid by Valterra in relation to this issuance.

Net proceeds from the private placement will be used to fund costs associated with property maintenance costs for the Swift Katie project, corporate sustaining costs payable to third party service providers and for working capital.

About Valterra Resource Corporation

Valterra is a Manex Resource Group Company. The group provides expertise in exploration, administration, and corporate development services for Valterra's mineral property located in British Columbia. Valterra is focused on early stage properties with the potential to host large deposits, in regions with excellent infrastructure.

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On behalf of the Board of Directors,

"Lawrence Page"

Lawrence Page Q.C., President, Valterra Resource Corporation

For further information, please visit Valterra's website at valterraresource.com or contact Valterra at 604.641.2759 or by email at ir@mnxtd.com.

Neither 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 release.

This news release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. These statements are based on a number of assumptions, including, but not limited to, assumptions regarding general economic conditions, interest rates, commodity markets, regulatory and governmental approvals for Valterra Resource Corporation's projects, and the availability of financing for Valterra Resource Corporation's development projects on reasonable terms. Factors that could cause actual results to differ materially from those in forward looking statements include market prices, exploitation and exploration successes, the timing and receipt of government and regulatory approvals, and continued availability of capital and financing and general economic, market or business conditions. Valterra Resource Corporation does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent required by applicable law.