

## **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**

December 11, 2019

### **Item 3 News Release**

A news release was issued in Vancouver, British Columbia on December 2, 2019 and distributed through Newsfile Corp.

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

The Company consolidated its issued and outstanding common shares on a 1 new share for 10 old shares basis.

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

The board of directors approved a capital consolidation of Company’s issued and outstanding common shares on a one new share for ten old shares basis. The consolidation is effective today, December 11, 2019, and the Company’s shares are now trading on a consolidated basis under the symbol “VQA” (with new CUSIP number 920366309). There were 93,751,627 common shares issued and outstanding and there are now approximately 9,375,162 common shares issued and outstanding. The Company’s management believes that the share consolidation will result in greater investor interest, improved trading liquidity and allow compliance with the TSX Venture Exchange’s Policies on minimum price financings without requiring Discretionary Waivers of \$0.05 Minimum Pricing Requirements and will facilitate future financing of the Company with minimal dilution. The Company will send shareholders a letter of transmittal instructing shareholders to surrender the certificates evidencing their pre-consolidation common shares for replacement certificates representing post-consolidation common shares. The Company’s name will remain the same.

### **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**

December 11, 2019