

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

Item 1 Name and Address of Company

Western Troy Capital Resources Inc.
82 Richmond Street East
Toronto, Ontario
M5C 1P1

Item 2 Date of Material Change

December 14, 2017.

Item 3 News Release

The press release attached as Schedule "A" was released on December 14, 2017.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule "A".

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule "A".

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Western Troy Capital Resources Inc.
Rex Loesby
Chief Executive Officer
303.771.9610

Item 9 Date of Report

December 14, 2017.

SCHEDULE "A"

WESTERN TROY ANNOUNCES THE EXECUTION OF AN AGREEMENT TO LEASE THE WILLOW CREEK GOLD PROPERTY NEAR LEADVILLE, COLORADO AND CLOSING OF NON-BROKERED PRIVATE PLACEMENT

December 14, Toronto, Ontario – Western Troy Capital Resources Inc. (TSX-V: WRY) (“**Western Troy**” or the “**Company**”) announces that, further to its announcements on September 14, 2017, October 5, 2017, and November 22, 2017, the Company along with its newly formed, wholly owned US subsidiary, Western Troy Mining Company, has entered into a lease agreement with Mt. Elbert Mining Company LLC (“**MEMC**”) with respect to the Willow Creek Mine located in Lake Country and has closed a concurrent non-brokered private placement.

Highlights of the Transaction

As consideration for the Transaction, Western Troy agreed to pay a 5% Net Smelter Return (“**NSR**”) royalty on simple water and gravity recovery methods, and a 3% NSR royalty on production from bedrock. The NSR on bedrock production may be reduced by 1% by payment to MEMC of US\$2 million at any time. Western Troy has also agreed to pay a 25% Net Proceeds Interest (“**NPI**”) on simple gravity recovery production of alluvial material, 20% NPI on alluvial material that requires crushing, milling, or leaching, 15% NPI on alluvial material that requires crushing and/or milling, and leaching, and a 10% NPI from bedrock production. The NPI is to be calculated based on mine site operating cash flow through the 2018 operating season, and will include capital spending incurred thereafter.

Western Troy issued to MEMC 1,000,000 Series A common share purchase warrants of the Company. Each Series A warrant entitles the holder to acquire one common share of the Corporation at an exercise price of C\$0.05, exercisable for a period of two (2) years from the date of issuance of the warrants. Western Troy also issued to MEMC 2,000,000 Series B common share purchase warrants of the Company. Each Series B warrant entitles the holder to acquire one common share of the Corporation at an exercise price of C\$0.05, exercisable for a period of 120 days from the date of issuance of the warrants. The securities issued are subject to a four month and one day statutory hold period.

Western Troy is committed to pay MEMC minimum advance NSR royalties and NPI of US\$25,000 upon signing, US\$100,000 by April 30, 2019, and US\$2 million per year beginning in April 30, 2020 and by April 30 of each year thereafter. Western Troy may terminate the agreement at any time. Should Western Troy terminate the agreement after the 2017 evaluation program, it will be required to provide MEMC with an National Instrument 43-101 report on its evaluation program.

The Private Placement

Pursuant to the terms of the Transaction, Western Troy closed a non-brokered private placement pursuant to which it issued 7,325,000 common shares of Western Troy at a

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price of C\$0.05 per common share to raise aggregate gross proceeds of up to C\$366,250 (the "**Offering**").

The securities issued and issuable pursuant to the Offering are subject to a four month and one day hold period. The Company intends to use the net proceeds from the Offering to fund exploration and development at the Willow Creek Mine and working capital.

The securities offered have not be registered under the U.S. Securities Act of 1933, as amended, or applicable state securities laws, and may not be offered or sold to persons in the United States absent registration or an exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Rex Loesby, Western Troy's CEO, commented, "The Willow Creek Mine had been operated sporadically over the past 20 years with disappointing results, primarily due to poor gold recovery. A number of engineers and geologists evaluated the property over the past many years, and generally recommended a comprehensive drilling and evaluation program so that the potential of the property could be professionally evaluated. Based on these recommendations, a 1000 meter drilling program was completed on the Willow Creek Mine property in October and we expect assay results in early January. A National Instrument 43-101 report has been published on the Company's SEDAR profile on www.sedar.com and is available on the Western Troy Website."

About Western Troy: Western Troy's common shares trade on the TSX Venture Exchange under the symbol WRY. Western Troy has 33,589,970 shares outstanding. More information on Western Troy can be found on its Website at www.western Troycapital.com.

Contact Information:

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CAUTIONARY STATEMENT:

Neither the TSX-V nor its Regulation Services Provider (as that term is defined in the policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this release.

This news release contains forward-looking information that involves substantial known and unknown risks and uncertainties, most of which are beyond the control of Western Troy. Forward-looking statements include estimates and statements that describe Western Troy's future plans, objectives or goals, including words to the effect that Western Troy or its management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to Western Troy, Western Troy provides no assurance that actual results will meet management's expectations.

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Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, Western Troy's objectives, goals or future plans, statements (including the terms, conditions and objectives of the Transaction), details of the exploration results, potential mineralization, the company's portfolio, treasury, management team and enhanced capital markets profile, the receipt of regulatory approvals for the Offering, the receipt of regulatory approvals of the Transaction, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, failure or inability to complete the Transaction and the Offering on the terms as announced or at all, regulatory approval processes, failure to identify mineral resources, delays in obtaining or failures to obtain required governmental, regulatory, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in Western Troy's public documents filed on SEDAR. Although Western Troy believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Western Troy disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.