

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

1. **Name and Address of Company**

Western Troy Capital Resources Inc. (the “Company”)  
82 Richmond Street East  
Toronto, Ontario M5C 1P1

2. **Date of Material Change**

August 24, 2020

3. **News Release**

A press release disclosing the material change was released on August 24, 2020, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

On August 24, 2020, the Company announced that its board of directors approved, and the Company will be effecting, a share consolidation of its issued and outstanding common shares (“Common Shares”) on a one (1) post-consolidation Common Share for every three (3) pre-consolidation Common Shares (the “Consolidation”). The Consolidation was approved by a majority of the shareholders of the Company at the annual and special meeting of the shareholders of the Company held on August 4, 2020.

5. **Full Description of Material Change**

In relation to the Consolidation, the Company has reserved a new CUSIP (959907304) and ISIN (CA9599073041). There is no name change or stock symbol change in connection with the Consolidation.

The Company’s Common Shares are expected to commence trading on the exchange on a consolidated basis effective on August 25, 2020 under the Company’s existing symbol “WRY.H”.

The Consolidation reduces the number of issued and outstanding Common Shares from 9,636,001 to 3,212,000 Common Shares. No fractional Common Shares will be issued pursuant to the Consolidation and any fractional shares that would have otherwise been issued have been rounded down to the nearest whole number. The change in the number of issued and outstanding Common Shares that result from the Consolidation will not materially affect any shareholder’s percentage ownership in the Company, although such ownership would be represented by a smaller number of Common Shares.

The material change is fully described in the press release which is attached as Schedule “A” hereto.

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

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, please contact Stephen Dunn, Chief Executive Officer of the Company at (416) 361-2827.

9. **Date of Report.**

This report is dated at Toronto, this 26<sup>th</sup> day of August, 2020.

## Western Troy Announces Share Consolidation

**Toronto, Canada** August 24, 2020 - Western Troy Capital Resources Inc. (NEX: WRY.H) (the "**Company**") is pleased to announce that, further to its press release of July 10, 2020, it has filed articles of amendment to effect the consolidation ("**Consolidation**") of all of the issued and outstanding common shares (the "**Common Shares**") of the Company on the basis of one (1) new post-Consolidation Common Share for every three (3) existing pre-Consolidation Common Shares. The Consolidation was approved by a majority of the shareholders of the Company at the annual and special meeting of the shareholders of the Company held on August 4, 2020.

In relation to the Consolidation, the Company has reserved a new CUSIP (959907304) and ISIN (CA9599073041). There is no name change or stock symbol change in connection with the Consolidation.

The Consolidation reduces the number of issued and outstanding Common Shares from 9,636,001 to 3,212,000 Common Shares. No fractional Common Shares will be issued pursuant to the Consolidation and any fractional shares that would have otherwise been issued have been rounded down to the nearest whole number. The change in the number of issued and outstanding Common Shares that result from the Consolidation will not materially affect any shareholder's percentage ownership in the Company, although such ownership would be represented by a smaller number of Common Shares.

The Common Shares are expected to commence trading on the exchange on a consolidated basis effective on August 25, 2020 under the Company's existing symbol "WRY.H".

Letters of transmittal with respect to the Consolidation are being mailed to the Company's registered shareholders. All registered shareholders will be required to send their share certificates representing pre-Consolidation Common Shares, along with a properly executed letter of transmittal, to the Company's registrar and transfer agent, TSX Trust Company, in accordance with the instructions provided in the letter of transmittal. Shareholders who hold their Common Shares through a broker, investment dealer, bank or trust company should contact that nominee or intermediary for assistance in depositing their Common Shares in connection with the Consolidation. A copy of the letter of transmittal will be posted on the Company's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### About Western Troy

Western Troy has been engaged in mineral exploration and mine development, as well as reviewing potential alternatives to enhance shareholder value.

#### Contact Information:

Western Troy Capital Resources  
Stephen Dunn, CEO  
Tel: 416-361-2827  
Email: [dunnsteve@protonmail.com](mailto:dunnsteve@protonmail.com)

## CAUTIONARY STATEMENT:

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) 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. 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, and the receipt of regulatory approvals. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, 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.