

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

**Item 1: Name and Address of Reporting Issuer**

Usha Resources Ltd. (the “**Company**”)  
Suite 804 – 750 West Pender Street  
Vancouver, BC V6C 2T7

**Item 2: Date of Material Change**

December 2, 2020.

**Item 3: News Release**

A new release was issued and disseminated on December 3, 2020 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that it has engaged an investor relations consultant and granted options. See Item 5 for details.

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

The Company announced that it has entered into an investor relations consulting agreement (the “**Agreement**”) with Mr. James Berard of Vancouver, British Columbia to assist in expanding USHA’s visibility through marketing endeavours directed towards new and existing shareholders and investors. Mr. Berard is at arm’s length to the Company and does not have any direct or indirect material interest in the Company or its securities, other than the stock options (the “**Options**”) as described below.

Mr. Berard has worked as an investor relations consultant and/or employee for approximately 17 years with various public companies in Canada and the United States, including 3 years with Marketsmart Communications (marketsmart.ca) and Kcrew Communications, focusing on small cap companies trading on North American stock exchanges. Throughout his career, he has successfully implemented investor awareness campaigns, deployed effective corporate communications strategies, and played a strategic role in numerous financings.

The Agreement is for a term of six-months commencing on December 2, 2020 and may be terminated at any time without charge by either party by giving 30 days’ notice. Pursuant to the Agreement, Mr. Berard will be paid a monthly fee of \$4,000 and will be granted Options to acquire up to 100,000 common shares of the Company at a price of \$0.25 per common share for a period of 2 years with ½ of the Options vesting upon successful completion of each three-month period of the Agreement.

In his role at USHA, Mr. Berard will serve as the principal point of contact for the investment community, and will be responsible for establishing and maintaining relationships with key, new, and existing investors as well as developing the Company’s strategic investor relations plan.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

Deepak Varshney, CEO and Director  
T: 778.899.1780  
E: [info@usharesources.com](mailto:info@usharesources.com)

**Item 9: Date of Report**

December 3, 2020.