

## FORM 51-102F3 - MATERIAL CHANGE REPORT

### **Item 1 Name and Address of Company**

Walker River Resources Corp. (the “Company”)  
Suite 820, 1130 West Pender Street  
Vancouver, BC, Canada V6E 4A4

### **Item 2 Date of Material Change**

December 24, 2018

### **Item 3 News Release**

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Stockwatch on December 24, 2018.

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

The Company announced it has completed the second and final tranche of its previously announced private placement (see news release 11-05-18) by issuing 10,290,000 common shares at a price of \$0.05 per share for gross proceeds of \$514,500. The Company has raised total gross proceeds of \$700,000 under this private placement. Each Unit consisted of one common share (a “Share”) and one Share purchase warrant (the “Warrant”), whereby each Warrant shall be exercisable into one Share for a period of two (2) years from closing at a price of \$0.10 per Share. The Company has paid \$6,280 cash in commissions on the second tranche of the private placement, and issued 125,600 non-transferable finders’ warrants, each entitling its holder to acquire one common share at \$0.10 for a two (2) period after closing of the private placement. In addition, the Company announced the resignation of Denis St. Hilaire as a director of the Company.

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

#### **5.1 Full Description of Material Change**

Please see the news release attached as Schedule “A” for a full description of the material change.

#### **5.2 Disclosure for Restructuring Transactions**

Not applicable.

### **Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

### **Item 7 Omitted Information**

Not applicable.

### **Item 8 Executive Officer**

Michel David, CEO and Director  
Telephone: 819-874-0030

### **Item 9 Date of Report**

December 24, 2018

## SCHEDULE "A"



Suite 820-1130 West Pender St  
Vancouver, B.C.  
V6E 4A4  
Tel: 819 874-0030  
Fax: 819 825-1199

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Trading Symbol: **WRR**

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### NEWS RELEASE

#### WALKER CLOSES PRIVATE PLACEMENT

**Vancouver, B.C. December 24, 2018 - Walker River Resources Corp.** ("Walker" or the "Company") (TSX-V: "**WRR**") is pleased to announce that it has completed the second and final tranche of its previously announced private placement (see news release 11-05-18) by issuing 10,290,000 common shares at a price of \$0.05 per share for gross proceeds of \$514,500. The Company has raised total gross proceeds of \$700,000 under this private placement.

Each Unit consisted of one common share (a "**Share**") and one Share purchase warrant (the "**Warrant**"), whereby each Warrant shall be exercisable into one Share for a period of two (2) years from closing at a price of \$0.10 per Share.

An insider of the Company, Michel David, acquired 180,000 Units directly in the final tranche. The participation by an insider in the Private Placement is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("**MI 61-101**"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities being issued nor the consideration being paid exceeds 25% of Walker's market capitalization. The material change report in connection with the Private Placement was not filed 21 days in advance of the closing of the first tranche of the Private Placement for the purposes of Section 5.2(2) of MI 61-101 on the basis that the Subscription Agreement under the Private Placement was not available to the Company until shortly before closing.

Proceeds of the Private Placement will be used for work on the Company's mineral properties and general working capital.

The Company has paid \$6,280 cash in commissions on the second tranche of the private placement, and issued 125,600 non-transferable finders' warrants, each entitling its holder to acquire one common share at \$0.10 for a two (2) period after closing of the private placement.

All securities to be issued in connection with the second and final tranche of the Private Placement shall be subject to a four-month hold period in accordance with applicable securities legislation. Closing of the second tranche of the Private Placement shall be subject to receipt of acceptance by the TSX Venture Exchange.

The securities offered have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, a U.S. Person (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States or to, or for the account or benefit

of, any U.S. Person, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Finally, the Company announces the resignation of Denis St. Hilaire as a director of the Company. The Company would like to thank Mr. Hilaire for his contributions to the Company during his appointment to the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS

*“Michel David”*

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**Michel David**

Chief Executive Officer and Director

**FOR FURTHER INFORMATION PLEASE CONTACT:**

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