

51-102F3

Material Change Report

1. **Name and Address of Company**

True Grit Resources Ltd.
Suite 404 - 999 Canada Place
Vancouver, BC V6C 3E2

2. **Date of Material Change**

May 21, 2019

3. **News Release**

The news release was disseminated through Stockwatch and Market News on May 21, 2019.

4. **Summary of Material Change**

True Grit Resources Ltd. Announces 10:1 Share Consolidation

5. **Full Description of Material Change**

5.1 Full Description of Material Change

See attached

5.2 Disclosure for Restructuring Transactions

N/A

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

7. **Omitted Information**

None

8. **Executive Officer**

Byron Coulthard
President

9. **Date of Report**

May 21, 2019

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NEX TRADING SYMBOL – TGL.H

TRUE GRIT RESOURCES LTD (“TGL.H”) ANNOUNCES 10:1 SHARE CONSOLIDATION

May 21, 2019 True Grit Resources Ltd. announces that it will consolidate its issued and outstanding share capital on the basis of one post consolidation common share for each 10 pre-consolidation common shares. Any fraction of a share will be rounded up to the nearest whole number.

Currently there are 33,710,492 shares outstanding and upon exchange acceptance and approval there will be 3,371,049 common shares outstanding

The name and symbol will not change

About True Grit

True Grit is engaged in the business of acquiring, exploring and developing highly prospective mineral properties in North America. True Grit’s portfolio includes Lithium, Cobalt and Gold.

TRUE GRIT RESOURCES LTD.

Byron Coulthard
President

This release includes certain statements that may be deemed to be "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All statements in this release, other than statements of historical facts, that address future production, reserve potential, exploration and development activities and events or developments that the Company expects, are forward-looking statements. Although management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see our public filings at www.sedar.com.

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