

**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**

September 16, 2020

**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 Newsfile Corp. on September 16, 2020.

**Item 4            Summary of Material Change**

The Company announced the second tranche closing of the Company’s previously announced (see news releases 08-20-2020 and 08-21-2020) non-brokered private placement, for gross proceeds of \$968,000.00. This now brings the total gross proceeds raised to \$3,500,000.00 in the Company’s non-brokered private placement.

A total of 9,680,000 units (each a "Unit"), were issued in the second tranche at a price of \$0.10 per unit. Each unit consists 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 three years from closing at a price of \$0.13 per Share.

**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**

September 16, 2020

SCHEDULE "A"



Suite 820-1130 West Pender St  
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V6E 4A4  
Tel: 819 874-0030  
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Trading Symbol: **WRR**

**NEWS RELEASE**

**WALKER ANNOUNCES SECOND TRANCHE CLOSING OF PRIVATE PLACEMENT**

**Vancouver, B.C. September 16, 2020 - Walker River Resources Corp. ("Walker" or the "Company")** (TSX-V: "**WRR**") is pleased to announce the second tranche closing of the Company's previously announced (see news releases 08-20-2020 and 08-21-2020) non-brokered private placement, for gross proceeds of \$968,000.00. This now brings the total gross proceeds raised to \$3,500,000.00 in the Company's non-brokered private placement.

A total of 9,680,000 units (each a "Unit"), were issued in the second tranche at a price of \$0.10 per unit. Each unit consists 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 three years from closing at a price of \$0.13 per Share.

In connection with the Private Placement, the Company has: (i) paid an aggregate of \$77,440 in cash to eligible finders; and (ii) issued an aggregate of 758,000 share purchase warrants (the "Finders' Warrants") The Finders' Warrants will have the same terms as the Warrants forming part of the Units.

The Company completed the first tranche of the Private Placement (see news release 09-11-20) raising gross proceeds of \$2,532,00.00 from the issuance of an aggregate 25,320,000 Units. Each Unit containing the same terms as the second-tranche above.

All securities to be issued pursuant to the Private Placement are subject to a four-month-and-a-day hold period expiring on January 16, 2021 in accordance with applicable securities legislation.

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

ON BEHALF OF THE BOARD OF DIRECTORS

*"Michel David"*

**Michel David**

Chief Executive Officer and Director

**FOR FURTHER INFORMATION PLEASE CONTACT:**

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