

**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 28, 2022

**Item 3            News Release**

The Company disseminated a news release in respect of the material change described herein through the news dissemination services of Stockwatch on September 28, 2022, and a copy was subsequently filed on SEDAR.

**Item 4            Summary of Material Change**

The Company announced it has closed its non-brokered private placement offering with the issuance of a total of 2,500,000 units (the “**Units**”) of the Company at a price of \$0.25 per Unit for proceeds of \$625,000.00 (the “**Private Placement**”). Each Unit consists of one common share (“**Share**”) in the capital of the Company and one Share purchase warrant (“**Warrant**”), whereby each Warrant is exercisable into an additional Share for a period of 24 months from the date of issuance at an exercise price of \$0.30.

**Item 5            Full Description of Material Change**

**5.1                Full Description of Material Change**

The Company announced that, further to its news release of September 26, 2022, it has closed its non-brokered private placement offering today with the issuance of a total of 2,500,000 units (the “**Units**”) of the Company at a price of \$0.25 per Unit for proceeds of \$625,000.00 (the “**Private Placement**”).

Each Unit consists of one common share (“**Share**”) in the capital of the Company and one Share purchase warrant (“**Warrant**”), whereby each Warrant is exercisable into an additional Share for a period of 24 months from the date of issuance at an exercise price of \$0.30.

All securities issued in connection with the Private Placement are subject to a statutory four-month hold period, expiring January 29, 2023, in accordance with applicable securities legislation. Completion of the Private Placement remains subject to receipt of applicable regulatory approvals, including final acceptance by the TSX Venture Exchange.

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

**5.2                Disclosure for Restructuring Transactions**

Not applicable.

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

This report is not being filed on a confidential basis.

**Item 7            Omitted Information**

There are no significant facts required to be disclosed herein which have been omitted.

**Item 8            Executive Officer**

For further information, please contact Michel David, President, Chief Executive Officer and Director of the Company, at telephone number 819-874-0030 or via email to [info@wrrgold.com](mailto:info@wrrgold.com).

**Item 9            Date of Report**

September 28, 2022