

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, V6E 4A4

Item 2 Date of Material Change

December 6, 2023

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 December 6, 2023, and a copy was subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company announced that, further to its news release of November 28, 2023, it intends to close its non-brokered private placement offering with the issuance of a total of 3,124,000 units (the “**Units**”) of the Company at a price of \$0.15 per Unit for proceeds of \$468,600.00 (the “**Private Placement**”). Each Unit consists of one (1) common share (“**Share**”) in the capital of the Company and one (1) Share purchase warrant (“**Warrant**”), whereby each Warrant shall be exercisable by the warrant holder to acquire one (1) additional Share at a price of \$0.20 for a period of 24 months from the closing of the Private Placement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that, further to its news release of November 28, 2023, it intends to close its Private Placement offering with the issuance of a total of 3,124,000 Units of the Company at a price of \$0.15 per Unit for proceeds of \$468,600.00.

Each Unit consists of one (1) Share in the capital of the Company and one (1) Warrant, whereby each Warrant shall be exercisable by the warrant holder to acquire one (1) additional Share at a price of \$0.20 for a period of 24 months from the Closing Date.

An insider, Christopher Hobbs, Chief Financial Officer and Director of the Company, subscribed for 170,000 Units in the Private Placement. The participation of an insider in the financing constitutes a “related party transaction”, within the meaning of TSX-V Policy 5.9 and Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, in respect of the related party participation in the financing, as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the interested party, exceeded 25% of the Company’s market capitalization (as determined under MI 61-101).

All securities issued in connection with the Private Placement are subject to a statutory four-month hold period, expiring April 7, 2024, in accordance with applicable securities legislation. Completion of the

Private Placement is subject to receipt of applicable regulatory approvals, including final acceptance by the TSX Venture Exchange.

The proceeds of the Private Placement will be used primarily to fund work on the Company's mineral properties and for general working capital purposes.

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

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.

Item 9 Date of Report

December 7, 2023