

**FORM 51-102F3**  
***Material Change Report***

**Item 1. Name and Address of Company**  
Scottie Resources Corp. (“**Scottie**” or the “**Company**”)  
PO Box 48202 Bentall  
Vancouver, BC  
V7X 1H8

**Item 2. Date of Material Change**  
October 18, 2019

**Item 3. News Release**  
The News Release dated October 18, 2019 was disseminated via Globe Newswire.

**Item 4. Summary of Material Change**  
  
Scottie announced that it has closed its non-brokered private placement (the “**Private Placement**”) previously announced September 11, September 17, and September 25, 2019. The first tranche closed on September 25, 2019, and the second and final tranche closed on October 18, 2019.

A total of \$2,330,950 was raised in the Private Placement, with a total of 2,855,726 flow through common shares and 11,351,265 non-flow through units being issued.

**Item 5.1 Full Description of Material Change**

Scottie announced that it has closed its Private Placement.

In the first tranche, 819,000 flow through common shares (each a “FT Share”) were issued at \$0.22 per FT Share, and 8,087,933 non-flow through units were issued (each a “NFT Unit”) at \$0.15 per NFT Unit. In the second tranche, 2,036,726 FT Shares and 3,263,332 NFT Units were issued. A total of \$2,330,950 was raised in the Private Placement, with 2,855,726 FT Shares and 11,351,265 NFT Units being issued in total.

Each NFT Unit consists of one common share and one common share purchase warrant. One common share purchase warrant from the NFT Units will entitle the holder to purchase one non flow-through common share of the Company at a price of \$0.22 for a period expiring 24 months following the closing date of the Private Placement. If the closing price of the Issuer’s common shares is at a price equal to or greater than \$0.29 for a period of 10 consecutive trading days, the Issuer will have the right to accelerate the expiry date of the warrants by giving written notice to the holders of the warrants that the warrants will expire on the date that is not less than 30 days from the date notice is provided by the Issuer to the warrant holders.

All securities issued in the Private Placement are subject to a resale restriction in accordance with applicable securities laws. The resale restriction for securities issued in the first tranche expires January 26, 2020, and for the securities issued in the second tranche, on February 19, 2020.

The proceeds from the sale of FT Shares will be used for exploration programs on the Company's British Columbia properties, and the proceeds from the sale of NFT Units will be used for general working capital.

In the first tranche, finder's fees consisting of a total of \$35,522 cash and 217,720 finder's warrants (finder's warrants are exercisable at a price of \$0.22 for one common share of the Company for a period of two years from closing, subject to acceleration, as above) were paid to: Canaccord Genuity Corp., Raymond James Ltd., Leede Jones Gable Inc., and Elemental Capital Partners, LLP. In the second tranche, finder's fees consisting of a total of \$18,060 cash and 107,672 finder's warrants were paid to: Haywood Securities Inc. and RedPlug Inc.

Director and CEO, Bradley Rourke, participated for a total of 454,545 FT Shares in the second tranche. A company controlled by director Steven Stein subscribed for 200,000 NFT Units in the first tranche. Total insider participation in the Private Placement totaled 654,545 common shares, which participation constituted a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities acquired by the insiders, nor the consideration for the securities paid by such insiders, exceed 25% of the Company's market capitalization.

The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

**Item 5.2 Disclosure for Restructuring Transaction**

Not Applicable.

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

Not Applicable.

**Item 7. Omitted Information**

Not Applicable.

**Item 8. Executive Officer**

The following Executive Officer of the Company is available to answer questions regarding this report:

Bradley Rourke, Chief Executive Officer, 250-877-9902

**Item 9. Date of Report**

October 29, 2019