

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

***Item 1 Name and Address of Company***

State the full name of your company and the address of its principal office in Canada.

Riley Resources Corp.  
Suite 2390, 1055 West Hastings Street  
Vancouver, British Columbia V6E 2E9

***Item 2 Date of Material Change***

State the date of the material change.

March 29, 2017

***Item 3 News Release***

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

A news release was disseminated on March 29, 2017 in Vancouver British Columbia and distributed through Marketwired and was filed on SEDAR with the securities commissions of British Columbia, Ontario and Alberta.

***Item 4 Summary of Material Change(s)***

Vancouver, British Columbia, March 29, 2017, Riley Resources Corp. (TSXV: RLY.P) (“Riley” or, the “Company”), is pleased to announce that further to the receipt of final acceptance of the TSX Venture Exchange (the “Exchange” or the “TSX-V”) in respect of the Company’s Qualifying Transaction that the Company will resume trading at market open on March 29, 2017.

As indicated in the bulletin issued by the TSX-V, the Company will be classified as a Tier 2 “mining” company with the trading symbol “RLY”.

**4.1 Full Description of Material Change**

Vancouver, British Columbia, March 29, 2017, Riley Resources Corp. (TSXV: RLY.P) (“Riley” or, the “Company”), is pleased to announce that further to the receipt of final acceptance of the TSX Venture Exchange (the “Exchange” or the “TSX-V”) in respect of the Company’s Qualifying Transaction that the Company will resume trading at market open on March 29, 2017.

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**4.2 Disclosure for Restructuring Transactions**

Not applicable

***Item 5 Reliance on subsection 7.1(2) of National Instrument 51-102***

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for that reliance.

Not applicable

***Item 6 Omitted Information***

State whether any information has been omitted on the basis that it is confidential information.

Not applicable

***Item 7 Executive Officer***

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Mr. Todd Hilditch  
Chief Executive Officer  
Tel: (604) 443-3834

***Item 8 Date of Report***

March 29, 2017