

FORM 51-102F3
Material Change Report

**MATERIAL CHANGE REPORT UNDER SECTION 7.1(2) OR (3) OF
NATIONAL INSTRUMENT NO. 51-102**

Item 1. Reporting Issuer

Conquest Resources Limited, 1805-55 University Ave., Toronto, Ontario M5J 2H7

Item 2. Date of Material Change

October 14, 2020 and October 16, 2020

Item 3. Press Release

On October 14 and October 16, 2020 news releases in respect of the material change were disseminated.

Item 4. Summary of Material Change

On October 14, 2020, following receipt of final acceptance from the Toronto Stock Exchange (**TSXV**), the Company closed the previously announced acquisition of Canadian Continental Exploration Corp, (the "**Acquisition**").

Conquest also implemented the consolidation of the authorized and issued common shares of the Company (the "Common Shares") on the basis of one (1) post-consolidated Common Share for every two and one half (2.5) pre-consolidation Common Shares (the "**Consolidation**").

The proceeds from the closings of Conquest's two previously announced financings, in the aggregate amount of \$4.4 million, were released from Escrow and the previously issued Subscription Receipts were automatically converted into Units, comprising Common Shares and warrants and/or Flow Through Common shares, as applicable.

The post-consolidation Common Shares commenced trading on the TSXV at the opening of the market on Friday, October 16, 2020, under the new CUSIP number 208287201, ISIN CA208287011.

On October 16, 2020 Conquest announced the appointment of Thomas Obradovich as President and CEO of the Company, effective immediately. Robert Kinloch retired as President of Conquest to facilitate the appointment of Tom Obradovich and will continue as a director of the Company.

Item 5. Full Description of Material Change

Acquisition of Canadian Continental Exploration Corp

In connection with the acquisition of Canadian Continental Exploration Corp, ("CCEC") Conquest has issued 40,306,667 post consolidation Common Shares to the shareholders of CCEC on the basis of one consolidated shares of Conquest for every share of CCEC held. Conquest has also issued 2,900,000 options, under the Company's Stock Option Plan, exercisable at \$0.15 per consolidated share expiring in September 2021, in replacement for existing options previously outstanding in CCEC.

Release of Financing Proceeds from Escrow

The Acquisition and Consolidation having been completed, the proceeds from the closings of Conquest's two previously announced financings, in the aggregate amount of \$4.4 million, have been released from Escrow and the previously issued Subscription Receipts have been automatically converted into Units, comprising Common Shares and warrants and/or Flow Through Common shares, as applicable.

In connection with the previously announced private placement with Kirkland Lake Gold Ltd. ("Kirkland Lake") for gross proceeds of \$1,300,000, Conquest has issued 10,000,000 units to Kirkland Lake at an effective price of \$0.13 per unit (after giving effect to the Consolidation). Each unit is comprised of one consolidated share of Conquest and one-quarter of one

share purchase warrant exercisable at \$0.18 per full warrant (total 2,500,000 warrants) for a period of two years, expiring October 13, 2022.

Kirkland Lake now holds approximately 8% of Conquest's outstanding shares, (9.6% on a partially diluted basis), based on the outstanding shares of Conquest after giving effect to the Acquisition and the two financings.

As a condition of the private placement to Kirkland Lake, Conquest has granted Kirkland Lake certain investor rights, so long as Kirkland Lake continues to hold at least 5% of the outstanding shares of Conquest, including the right to nominate one director to the board of Conquest, the right to participate pro-rata in any future financing by the Company, and a condition that the Company will not encumber any of its properties with any new third party royalty agreements without the prior written approval of Kirkland, such consent not to be unreasonably withheld.

In connection with the non-brokered private placement for gross proceeds of \$3,110,000 (the "Non-brokered Financing"), Conquest has issued 21,105,265 units at a price of \$0.12 per unit (after giving effect to the Consolidation), for a total of \$2,532,631, and 3,880,004 flow through shares (after giving effect to the Consolidation) at a price of \$0.15 per flow through share, for a total of \$582,000. Each unit is comprised of one consolidated share of Conquest and one-half of one share purchase warrant exercisable at \$0.18 per full warrant (total 10,552,632 warrants) for a period of two years, expiring October 13, 2022.

All securities issued in connection with the Non-brokered Financing and the Kirkland Lake private placement are subject to a four month hold period from the date of issuance of such securities, expiring on January 9, 2021 and January 16, 2021, respectively.

Finders fees in the total amount of \$140,377.95, cash will be paid to certain arms-length parties for assisting in the Non-brokered Financing. PowerOne Capital Markets Limited acted as finder in connection with a portion of the Non-brokered Financing and has been appointed to act as a financial advisor to Conquest to provide ongoing financial advisory and consulting services. Conquest has granted PowerOne 750,000 stock options under the Company's Stock Option Plan, exercisable at a price of \$0.13 per consolidated share for a period of two years, expiring October 13, 2022.

John F. Kearney, an insider of Conquest, subscribed for 200,000 Flow Through Subscription Receipts for gross proceeds of \$30,000. The issue of Subscription Receipts to John F. Kearney, a 'Related Parties' within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions of the Canadian Securities Administrators (the "Instrument"), constitutes a 'related party transaction' under the Instrument. However, the transaction is exempt from the formal valuation requirements of the Instrument by virtue of s. 5.5(a) – Fair Market Value Not More Than 25% of Market Capitalization; and from the minority shareholder approval requirements by virtue of s. 5.7(a) – Fair Market Value Not More Than 25% of Market Capitalization, and s. 5.7(b) - Fair Market Value Of Not More Than \$2,500,000.

Share Consolidation

At the annual and special meeting of shareholders held on August 31, 2020, Conquest shareholders approved the consolidation of all the Company's issued and outstanding common shares at a consolidation ratio of one (1) new post-consolidation share for every two and one half (2.5) pre-consolidation shares.

The post-consolidation Common Shares commenced trading on the TSXV at the opening of the market on Friday October 16, 2020, under the new CUSIP number 208287201, ISIN CA208287011.

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

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

John F. Kearney, Chairman

Item 9. Date of Report

DATED at Toronto, in the Province of Ontario, this 16th day of October 2020.