

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Reporting Issuer

Barksdale Capital Corp. (the "**Company**")
Suite 610 – 815 West Hastings Street
Vancouver, B.C.
V6C 1B4

Item 2. Date of Material Change

November 14, 2017

Item 3. Press Release

November 14, 2017 – disseminated via Canada Stockwatch and Market News

Item 4. Summary of Material Change

Commencing December 13, 2017, Richard (Rick) Trotman will be joining the Company as President and Chief Executive Officer.

Item 5. Full Description of Material Change

Commencing December 13, 2017, Richard (Rick) Trotman will be joining the Company as President and Chief Executive Officer. Rick is a professional geologist with a broad range of experience within the mining industry, having worked in both buy-side and sell-side positions as well as technically focused responsibilities with major mining companies. Rick is joining Barksdale from Resource Capital Funds, a leading mining-focused private equity firm, where he was involved in executing a broad range of investments spanning the precious, base and minor metal spaces and was also responsible for establishing and managing the firm's portfolio of exploration investments. Prior to Resource Capital Funds, Rick worked as a mining industry equity research analyst in New York City and was an exploration geologist with leading gold producers such as Barrick Gold Corp, Meridian Gold Inc. and Yamana Gold Inc. in both the USA and Mexico.

In conjunction with such appointment, the Company has granted Mr. Trotman an incentive stock option to purchase a total of 600,000 common shares at a price of \$0.88 per share exercisable for a period of five years. The stock option is subject to the terms of the Company's stock option plan and regulatory approval.

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

N/A

Item 7. Omitted Information

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

Item 8. Executive Officer

To obtain further information contact Richard S. Silas, Chief Executive Officer, at (778) 588 - 7139.

Item 9. Date of Report

November 14, 2017.

This material change report includes certain "forward-looking information" under applicable Canadian securities legislation including Rick Trotman's start date with the Company. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information. Accordingly, readers should not place undue reliance on forward-looking information. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.