

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

Item 1. Reporting Issuer

Barksdale Resources Corp. (the "**Barksdale**" or the "**Company**")
Suite 615 – 800 West Pender Street
Vancouver, B.C. V6C 2V6

Item 2. Date of Material Changes

December 7, 2020

Item 3. Press Releases

December 7, 2020 – disseminated via ACCESSWIRE.

Item 4. Summary of Material Change

The Company announced the appointment of Mr. Thomas Simpson as Senior Vice President of Exploration and Mr. William Wulfange as an independent director of the Company. To facilitate the addition of Mr. Wulfange, Glenn Kumoi will be stepping down from the board of directors with immediate effect.

Item 5. Full Description of Material Changes

The Company announced the appointment of Mr. Thomas Simpson as Senior Vice President of Exploration and Mr. William Wulfange as an independent director of the Company.

Mr. Thomas Simpson has more than 40 years of extensive mineral exploration and mining experience with base and precious metals in the US, Canada, Chile and Peru. Tom has a strong track record of discovery, having successfully identified precious and base metal deposits in Canada and the US. Tom's prior roles include Principal Geologist with Rio Tinto Exploration, Geology District Manager for Newmont Mining, and Exploration Manager for ASARCO, where he spent significant time exploring for copper porphyries in Arizona, including the Patagonia district where Barksdale's key projects are located.

Mr. William Wulfange began his career in Nevada as an exploration geologist contributing to the discovery of the world class Paradise Peak Mine in 1983. During the following 38 years, William contributed to the discovery, development and production of highly successful precious metal mines including the El Peñón mine in Chile as Chief Geologist and as VP Exploration of the Cerro Negro project, now a mine, in Argentina. William has critical experience in precious metal and copper project evaluations and has acted as a Qualified Person for resource and reserve reporting for Meridian Gold, Andean Resources, and Yamana Gold. William retired from Yamana Gold as SVP Exploration in 2018 and currently volunteers as President of the Society of Economic Geologists Foundation and consults within the mineral industry for select clients.

To facilitate the addition of Mr. Wulfange, Glenn Kumoi will be stepping down from the board of directors with immediate effect.

In connection with the appointments, the Company also announces the grant of stock options to purchase 400,000 common shares of Barksdale, exercisable at \$0.63 per share over a three-year period in accordance with and subject to the terms of Barksdale's stock option plan.

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. Senior Officers

To obtain further information contact Rick Trotman, Chief Executive Officer, at (604) 398 - 5385.

Item 9. Date of Report

December 7, 2020

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This material change report includes "forward-looking information" under applicable Canadian securities legislation. Such forward-looking information reflects management's current beliefs and are based on a number of estimates and assumptions made by and information currently available to the Company 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. Readers are cautioned that such forward-looking information are neither promises nor guarantees, and are subject to known and unknown risks and uncertainties including, but not limited to, general business, economic, competitive, political and social uncertainties, uncertain and volatile equity and capital markets, lack of available capital, actual results of exploration activities, environmental risks, future prices of base and other metals, operating risks, accidents, labor issues, delays in obtaining governmental approvals and permits, and other risks in the mining industry. In addition, there is uncertainty about the spread of COVID-19 and the impact it will have on the Company's operations, supply chains, ability to access mineral properties including San Javier, procure equipment, contractors and other personnel on a timely basis or at all and economic activity in general. All forward-looking information contained in this material change report is qualified by these cautionary statements and those in our continuous disclosure filings available on SEDAR at www.sedar.com. 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.