

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

**Item 1          Name and Address of Company**

Bankers Cobalt Corp. (the “**Company**”)  
Suite 1080, 789 West Pender Street  
Vancouver, BC Canada V6C 1H2

**Item 2          Date of Material Change**

August 9, 2019

**Item 3          News Release**

The news release announcing the material change described herein was disseminated through the news dissemination services of Stockwatch and Baystreet on August 9, 2019.

**Item 4          Summary of Material Change**

The Company announced that it had issued 1,500,000 common shares in the capital of the Company as incentive share grants to two insiders pursuant to agreed contractual arrangements at a deemed price of \$0.05 per common share.

**Item 5          Full Description of Material Change**

**5.1              Full Description of Material Change**

As stated in Item 4, the Company has announced that it had issued 1,500,000 common shares in the capital of the Company as incentive share grants to two insiders pursuant to agreed contractual arrangements at a deemed price of \$0.05 per common share (the “Shares”).

The issuance of the Shares has been approved by the TSX Venture Exchange and all Shares issued pursuant to the incentive share grants are subject to a voluntary escrow agreement with 25% of the Shares being released concurrent with the issuance and 25% of the Shares being released on each following quarter.

The issuance of the Shares constitutes a Related Party Transaction within the meaning of Multilateral Instrument 61-101, as certain officers of the Company received the Shares. Bankers is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the Shares involving related parties, does not exceed 25 per cent of the market capitalization of the Company.

**5.2              Disclosure for Restructuring Transactions**

Not applicable.

**Item 6            Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

Stephen Barley, President & CEO  
Telephone: (604) 684-6730

**Item 9            Date of Report**

August 28, 2019