

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

ITEM 1. NAME AND ADDRESS OF ISSUER

Blackheath Resources Inc. (the "**Company**")
23rd Floor, 1177 West Hastings Street
Vancouver, British Columbia, V6E 4T5

ITEM 2. DATE OF MATERIAL CHANGE

December 9, 2019

ITEM 3. NEWS RELEASE

The news release was disseminated on December 5, 2019 through Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On December 9, 2019, the Company consolidated its outstanding common shares on the basis of one (1) post-consolidation share for every ten (10) pre-consolidation shares (the "**Consolidation**").

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

On December 9, 2019 at market open, the Consolidation approved by the directors of the Company, in accordance with the policies of the TSX Venture Exchange and the Company's Articles, became effective. The Consolidation was carried out on the basis of one (1) post-Consolidation share for every ten (10) pre-Consolidation shares. After the Consolidation, the Company has a total of approximately 5,193,617 post-Consolidation common shares issued and outstanding. No fractional shares were issued. Fractional share interests of 0.50 or higher arising from the Consolidation were rounded up to one whole common share and any fractional share interest of less than 0.50 were cancelled.

Registered shareholders will be receiving a letter of transmittal from the Company's transfer agent, Computershare Investor Services Inc., as soon as practicable after the effective date of the Consolidation.

ITEM 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

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

ITEM 8. EXECUTIVE OFFICER

James Robertson, Chairman

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Phone: 604-669-2744

ITEM 9. DATE OF REPORT

December 13, 2019