

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Skyledger Tech Corp. (“**Skyledger**” or the “**Company**”)
Suite 410 - 1040 West Georgia Street
Vancouver, British Columbia
V6E 4H1

Item 2 Date of Material Change

October 15, 2020

Item 3 News Release

A news release (the “**News Release**”) with respect to the material change referred to in this report was disseminated by the Company on October 15, 2020 through Stockhouse and was subsequently filed on SEDAR.

Item 4 Summary of Material Change

On October 15, 2020, the Company announced that it had entered into a non-binding letter of intent dated October 15, 2020 with 18526 Yukon Inc., an arm’s length party, which sets out the general terms and conditions pursuant to which the Company will acquire all of the issued and outstanding shares of a wholly-owned subsidiary of 18526 Yukon Inc. in exchange for the Consideration Shares and the Cash Payments, as further detailed below. The wholly-owned subsidiary of 18526 Yukon Inc. will own the Einarson (as to 70% with the balance owned by a third party), Rogue, Tosh, Cliff, Rainbow and Cynthia claims located in the Yukon.

Item 5 Full Description of Material Change

On October 15, 2020, the Company announced that it had entered into a non-binding letter of intent (the “**LOI**”) dated October 15, 2020 with 18526 Yukon Inc. (the “**Vendor**”), an arm’s length party, which sets out the general terms and conditions pursuant to which the Company will acquire all of the issued and outstanding shares of a wholly-owned subsidiary of the Vendor (the “**Target**”) from the Vendor in exchange for the Consideration Shares and the Cash Payments, as further detailed below (the “**Transaction**”). The Target will own the Einarson (as to 70% with the balance owned by a third party), Rogue, Tosh, Cliff, Rainbow and Cynthia claims located in the Yukon (each a “**Property**” and together the “**Properties**”).

If completed, the Transaction will constitute a “fundamental change” of Skyledger pursuant to the policies of the Canadian Securities Exchange (the “**CSE**”). Upon completion of the Transaction, Skyledger intends to be listed on the CSE as a mining issuer and will principally focus on the exploration and development of the Properties. The resulting issuer that will exist upon completion of the Transaction (the “**Resulting Issuer**”) will continue to operate under the name Snowline Gold Corp.

The final structure of the Transaction will be determined by the parties following receipt of tax, corporate and securities law advice. The Transaction is an arm’s length transaction. Upon closing of the Transaction and the Concurrent Private Placement (defined below) (the “**Closing**”), it is expected that current shareholders of Skyledger will hold approximately 37% of the common shares of the Resulting Issuer,

current shareholders of the Vendor will hold approximately 32% of the common shares of the Resulting Issuer and new shareholders as a result of the private placement financings described below under “Financings” will hold approximately 31% of the common shares of the Resulting Issuer.

Further details of the proposed Transaction will follow in future news releases.

Terms of the Transaction

Pursuant to the LOI, the Company has agreed to acquire the Properties from the Vendor for total consideration of (a) 27,500,000 common shares of the Company (the “**Consideration Shares**”), (b) \$1,000,000 in cash on Closing, (c) \$250,000 in cash on each of the first, second, third and fourth anniversaries of Closing, and (d) \$1,000,000 upon the Company announcing either a measured, indicated, inferred, or any combination thereof, mineral resource of at least 1,000,000 ounces of gold on a Property (the “**Cash Payments**”). The Vendor will retain a royalty equal to 2.0% of the net smelter returns in respect of each of the Properties.

Description of the Properties

The Vendor currently owns the Einarson (as to 70% with the balance owned by a third party), Rogue, Tosh, Cliff, Rainbow and Cynthia claims located in the Yukon covering 66,528 Hectares (164,394 Acres). The Vendor is in the process of preparing current technical reports on each of Einarson and Rogue, which are expected to be the mineral properties material to the Resulting Issuer. Further and more fulsome disclosure will be provided in subsequent news releases. The technical reports will be filed on the Company’s SEDAR profile once they have been finalized.

Financings

The parties have agreed that prior to completion of the Transaction, (a) within 60 days of the LOI, the Target will complete a non-brokered private placement of 8,000,000 common shares at a price of \$0.15 per share for total proceeds of \$1,200,000, and (b) within 45 days of the LOI, subject to the approval of the CSE, Skyledger will complete a non-brokered private placement of 2,000,000 common shares at a price of \$0.15 per share for total proceeds of \$300,000.

Concurrent with the completion of the Transaction, Skyledger expects to complete a private placement of units (the “**Units**”) of the Company for gross proceeds of \$5,000,000 (the “**Concurrent Private Placement**”). Each Unit is expected to be issued at a price of \$0.30 and consist of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a “**Warrant**”). Each Warrant will be exercisable into one common share of Skyledger at a price of \$0.50 for three years. The proceeds of the Concurrent Private Placement will be used for exploration and related expenditures respecting the Properties and working capital purposes. Closing of the Concurrent Private Placement is conditional upon completion of the Transaction. Further details regarding the Concurrent Private Placement will be included in a subsequent news release once additional details become available.

Conditions of Closing

Completion of the Transaction will be subject to certain conditions, including but not limited to: (a) the receipt of all necessary approvals of the boards of directors of Skyledger and the Vendor; (b) the receipt of approval of the shareholders of Skyledger in accordance with applicable laws, including the rules of the CSE; (c) the receipt of all required consents and approvals, including without limitation, approval of the Transaction by the CSE; (d) Skyledger satisfying the initial listing requirements set by the CSE for a mining

issuer; (e) the completion by Skyledger of the Concurrent Private Placement; and (f) the completion of satisfactory mutual due diligence.

The LOI may be terminated by either party if (a) they mutually agree; or (b) the definitive agreement with respect to the Transaction has not been executed on or before November 17, 2020 or such later date as may be agreed to by the parties.

Board of Directors and Management

Upon completion of the Transaction, it is expected that Scott Berdahl, a shareholder of the Vendor, will be appointed to the board of directors of the Company such that it will consist of four directors. The Company will consider such further changes as may make sense for the business of the Company going forward.

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

For further information contact James Y. Liang, Chief Executive Officer at (604) 644-0072.

Item 9 Date of Report

DATED as of this 19th day of October, 2020.

Forward-looking Statements

This material change report contains certain forward-looking statements, including statements about the Company's completion of the Transaction as well as its future plans and intentions. Wherever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. Such factors include, among other things: risks and uncertainties relating to the Company's ability to complete the proposed Transaction; and other risks and uncertainties. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this material change report are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this material change report, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.