

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Reporting Issuer:**

Rupert Resources Ltd. (“**Rupert**” or the “**Corporation**”)
82 Richmond Street East, Suite 200
Toronto, Ontario
M5C 1P1

2. **Date of Material Change:**

April 18, 2017

3. **News Release:**

A news release announcing the material change was issued on April 18, 2017 for distribution through Marketwired.

4. **Summary of Material Change:**

Rupert announced that James Withall has been appointed to the Board of Directors of the Corporation, effective April 18, 2017.

5. **Full Description of Material Change:**

See attached Schedule “A”.

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

Not applicable.

7. **Omitted Information:**

No information has been omitted.

8. **Executive Officer:**

For further information please contact Brian Hinchcliffe, Executive Chairman of Rupert, by telephone at +1 (914) 815 2773 or email at info@rupertresources.com.

9. **Date of Report:**

May 5, 2017

Forward Looking Statements

Any forward looking statements included in this report are subject to the disclaimer regarding forward looking information that can be found in the press release of the Corporation dated April 18, 2017, attached hereto as Schedule "A".

SCHEDULE "A"



**RUPERT RESOURCES WELCOMES START BY JAMES WITHALL
AS CHIEF EXECUTIVE OFFICER AND TO THE BOARD OF
DIRECTORS AND GRANTS STOCK OPTIONS**

Toronto, Ontario, Canada

**Listed: RUP - TSX-V
R05 – FSE**

April 18, 2017

Rupert Resources Ltd. ("**Rupert**" or the "**Company**") (TSX Venture Exchange: RUP, FSE: R05) is pleased to welcome the start today by James Withall as Chief Executive Officer of the Company. Mr. Withall has also been appointed to the Board of Directors of the Company. See the Company's April 4, 2017 press release for more information regarding Mr. Withall.

Also, the Company announces the grant of incentive stock options to Mr. Withall to acquire a total of 2,000,000 common shares of the Company at an exercise price of \$1.01 per share, such options to vest as to one-half on April 18, 2018 and one-half on April 18, 2019. The options expire five years from the date of grant.

About Rupert

Rupert is a Canadian based gold exploration and development company that is listed on the TSX Venture Exchange under the symbol "RUP". The Company owns the Pahtavaara gold mine, mill, and exploration permits and concessions located in the Central Lapland Greenstone Belt in Northern Finland (see the Company's November 9, 2016 press release). The Company also holds a 100% interest in the Gold Centre property, which consists of mineral claims located in the Balmer Township, Red Lake Mining Division of Ontario.

For further information, please contact:

Brian Hinchcliffe

Executive Chairman

Tel. +1 (914) 815 2773

info@rupertresources.com

www.rupertresources.com

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Note Regarding Forward Looking Statements

This press release contains statements which constitute "forward-looking statements", including approval by the TSX Venture Exchange of James Withall as Chief Executive Officer of the Company. The words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company, are intended to identify such forward-looking statements. Investors are cautioned that forward-looking statements are based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made, and are inherently subject to a variety of risks and uncertainties and other known and unknown factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include the general risks of the mining industry, as well as those risk factors discussed or referred to in the Company's annual Management's Discussion and Analysis for the year ended February 29, 2016 available at www.sedar.com. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. The Company does not intend, and does not assume any obligation, to update these forward-looking statements except as otherwise required by applicable law.