

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Rupert Resources Ltd. (the “Company”)
82 Richmond Street East
Suite 203, Toronto,
Ontario M5C 1P1

Item 2: Dates of Material Change

August 21, 2019

Item 3: News Release

A news release announcing the material change was disseminated on August 21, 2019 through the facilities of Issuer Direct and a copy has been filed under the Company’s profile on SEDAR.

Item 4: Summary of Material Change

On August 21, 2019, the Company announced that it intends to complete a non-brokered private placement of up to 9,000,000 common shares (“**Common Shares**”) of the Company at a price of \$0.85 per Common Share for gross proceeds of up to \$7,650,000 (the “**Private Placement**”).

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

On August 21, 2019, the Company announced that it intends to complete the Private Placement.

The Private Placement is subject to the approval of the TSX Venture Exchange. The securities issued in connection with the Private Placement will be subject to a four month hold period, in accordance with applicable securities laws.

The Company intends to use the proceeds from the Private Placement for its continued exploration program of the Pahtavaara project and general corporate purposes.

The Company may pay a commission or finder’s fee to eligible parties in connection with the Private Placement, subject to the approval of the TSX Venture Exchange and compliance with applicable securities laws.

This material change report does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

5.2 Disclosure of Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

For further information please contact Jeffrey Karoly, Chief Financial Officer of the Company, by telephone at +44 (0) 1932 268 276 or email at jkaroly@rupertresources.com.

Item 9: Date of Report

September 6, 2019

Cautionary Note Regarding Forward Looking Statements

This material change report contains statements which constitute "forward-looking statements", including the completion of the proposed Private Placement and the anticipated use of proceeds. 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 28, 2019 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.