

**Form 51-102F3
Material Change Report**

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

EXCHEQUER RESOURCE CORP.
916 Plain Road,
Castlegar, B.C. V1N 4P7
Telephone: 604-802-7551

Item 2 Date of Material Change

April 30, 2014

Item 3 News Release

April 30, 2014
Sent to Sedar, Stockwatch

Item 4 Summary of Material Change

The Company announced management changes, a financing and a special and general meeting of its shareholders to approve a name change and share consolidation.

Item 5 Full Description of Material Change

Gary F. Zak has been appointed President and CEO in place of Mr. H. Barry Hemsworth. The director and officer are now:

Gary Zak, director, President and CEO
Barry Hemsworth – director
Ken Phillippe B. Comm, CA, CPA – director, CFO and Corporate Secretary

A Special and Annual General Meeting of the shareholders has been scheduled for June 25, 2014. Shareholders will be asked to approve special resolutions to replace its articles, change its name and consolidate its issued shares (the “Consolidation”). The Consolidation ratio will be: (i) a minimum of seven old shares for one new share resulting in 3,857,714 issued shares; (ii) to a maximum of ten old shares for one new share resulting in 2,700,000 issued shares.

The Company proposes a private placement of a 12 month convertible loan to raise up to \$150,000.00 with an interest rate of 20% per annum payable on a semi-annual basis.

The loan is convertible (only after the effective date of the Consolidation) to shares (at the lenders option) at a conversion price of \$0.05 cents per share. If the loan is fully subscribed for and converted three million shares will be issued on a post-consolidated basis

Finder's fees may be payable.

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

N/A

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Gary F. Zak CEO

604. 802-7551

Item 9 Date of Report

April 30, 2014