

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

**Item 1. Name and Address of Company**

Bird River Resources Inc. (the "Company")  
1059 Selkirk Avenue  
Winnipeg, MB R2X 0C2

**Item 2. Date of Material Changes**

September 29, 2017

**Item 3. News Release**

The Company issued a news release on October 2, 2017 via a Canadian news wire service, a copy of which has also been filed on SEDAR.

**Item 4. Summary of Material Changes**

The Company announced the appointment of a new Chief Financial Officer and that it had agreed to issue shares to settle indebtedness.

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

The Company announced that it had appointed Mr. John Tokarsky as Chief Financial Officer of the Company effective immediately.

The Board also agreed to issue a total of 2,308,709 common shares at a deemed price of \$0.06 per common share to arm's length parties to settle the amount of \$138,522.54 of indebtedness. All negotiations were at arm's length and the issuance of the shares is subject to any and all approvals, including the approval of and any conditions that may be imposed thereon by the Canadian Stock Exchange.

The directors and officers of the Company are currently comprised of:

Jon Bridgman	Interim CEO and Director
John Tokarsky	Chief Financial Officer
Edward Thompson	Secretary-Treasurer and Director
Donal Carroll	Director *
Shane Shodine	Director *
David Walters	Director *

\* Independent director

All securities issued pursuant to the offerings will be subject to a statutory four month (4) hold period from the date of issuance and to any and all necessary corporate and regulatory approvals.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

N/A

**Item 7. Omitted Information**

N/A

**Item 8. Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted at:

Jon Bridgman  
Interim CEO  
Phone: 204-589-2848  
email: [umi@sympatico.ca](mailto:umi@sympatico.ca)

The foregoing accurately discloses the material changes referred to herein.

Dated this 10th day of October, 2017.

**Bird River Resources Inc.**

*"Jon Bridgman"*

Jon Bridgman  
Interim CEO and Director