

**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

December 7, 2017

Item 3. News Release

The Company issued a news release on December 7, 2017 via a Canadian news wire service, a copy of which has also been filed on SEDAR.

Item 4. Summary of Material Change

The Company announced an agreement to raise financing via private placements.

Item 5. Full Description of Material Change

The Company announced that it has retained First Republic Capital Corporation ("First Republic") to act as its exclusive lead finder in respect of a non-brokered private placement to raise up to \$4 million (the "Offering") on a best efforts basis.

Under to the Offering, the Company intends to issue: (a) up to 20,000,000 units (the "Units" or individually a "Unit"), at a price of \$0.10 per Unit to raise aggregate proceeds of \$2,000,000; and (b) up to 15,384,615 flow-through shares ("FT Shares"), at a price of \$0.13 per FT Share to raise flow-through aggregate proceeds of \$2,000,000, or any other allocation between the Units and the FT Shares agreed upon by the Company and First Republic. Each Unit is comprised of: (i) one common share of the Company (a "Share"); and (ii) one-half of one common share purchase warrant of the Company, with each whole common share purchase warrant entitling the holder to purchase one additional common share of the Company at an exercise price of \$0.20 for a period of 24 months from the date of issuance of the Units.

The Company has agreed to pay First Republic cash compensation of: (i) a corporate finance fee equal to 2% of the gross proceeds of the Offering, and (ii) a sales commission up to 7% of the gross proceeds of the Offering. As additional compensation the Company will issue to First Republic broker warrants to purchase Units at \$0.10 for two year from closing in respect of the sale of Units ("Broker Unit Warrants") and warrants to purchase common shares at \$0.13 for two year from closing in respect of the sale of FT Shares ("Broker Share Warrants") in the following amounts: (i) corporate

finance Broker Unit Warrants or Broker Share Warrants equal to 2% of the aggregate number of Units or FT Shares, as the case may be, sold in the Offering, and (ii) selling compensation Broker Unit Warrants or Broker Share Warrants up to 7% of the aggregate number of Units or FT Shares, as the case may be, sold in the Offering.

The net proceeds from this financing will be used for exploration and for working capital purposes.

All securities issued pursuant to the offerings will be subject to a statutory four (4) month hold period from their closing date(s) and to any and all necessary corporate and regulatory approvals. Further information will be provided at a later date.

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, Chief Executive Officer
Phone: 204-589-2848
email: umi@sympatico.ca

The foregoing accurately discloses the material change referred to herein.

Dated this 12th day of December, 2017.

Bird River Resources Inc.

"Jon Bridgman"

Jon Bridgman
Chief Executive Officer and Director