

**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 Change

January 19, 2018

Item 3. News Release

A news release was disseminated on January 19, 2018 via a Canadian news wire service.

Item 4. Summary of Material Changes

The Company provided an update on its research and development of a software asset management platform designed for the oil and gas industry based on blockchain technology, an update on its proposed 2018 drilling program and the issuance of additional Units pursuant to a private placement financing that occurred in December 2017.

Item 5. Full Description of Material Change

The Company provided an update on the blockchain technology research and development (R&D) being conducted for the Company, which was previously announced December 12, 2017. The objective of the R&D was the exploration of proprietary asset management platforms utilizing blockchain technology to be developed for Bird River for the resource industries. After initial study, it has been determined to narrow our focus into one software application specifically designed for the oil and gas industry. The Company expects to provide results of the test trials by March 2018.

The Company expects to announce its proposed 2018 oil drilling program by the end of February 2018, at which time details will be provided on the number of wells and the specific targets to be drilled.

As a follow up to the material change report dated January 8, 2018, on December 29, 2017 the Company announced the closing of the second tranche of the nonbrokered private placement announced on December 8, 2017. Together with the first tranche, the Company issued a total of 35,055,000 Units and 8,067,000 flow through shares for total gross proceeds of \$4,554,210. Subsequently the Company discovered that an additional 1,900,000 Units for consideration of \$190,000 was not included in the second closing in error. This issuance in turn increased the total issuance to 36,955,000 Units. There was no change in the total flow through shares issued. The total gross proceeds raised increased to \$4,744,210.

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 may be contacted for further information:

Jon Bridgman, Chief Executive Officer
Phone: 204-589-2848
email: jonbirdriver@gmail.com

The foregoing accurately discloses the material changes referred to herein.

Dated this 29th day of January, 2018.

Bird River Resources Inc.

"Jon Bridgman"

Jon Bridgman
Chief Executive Officer