

## FORM 51-102F3

### MATERIAL CHANGE REPORT

#### Item 1: Name and Address of Company

Nexco Resources Inc. (“Nexco” or the “Company”)  
750 – 1095 West Pender Street  
Vancouver, BC V6C 3M6

#### Item 2: Date of Material Change

December 7, 2018.

#### Item 3: News Release

The news release was disseminated on December 7, 2018 through Canada Stockwatch and Market News and filed on SEDAR.

#### Item 4: Summary of Material Change

The Company announced it has entered into an agreement for the acquisition of five individual claim blocks (the “Claims”) approximately 5 km south of Princeton, British Columbia and a non-brokered private placement of up to 2,000,000 units to raise gross proceeds of up to \$200,000.

#### Item 5: Full Description of Material Change

The Company announced it has entered into an agreement for the acquisition of the Claims approximately 5 km south of Princeton, British Columbia. The Claims total 989.42 hectares and host Nicola Volcanics, the formation that hosts the producing and past producing mines in the Copper Mountain district. The properties have all seen previous exploration mainly from the 1960s and 70s that’s has delineated copper and gold in soil occurrences and have extensive historic trenches from that era. The Claims are located less than 2 km west of the New Ingerbelle deposit on a trend that hosts the major copper gold production of the camp. The purchase price for the Claims is \$5,500 cash and 3.6 million common shares of Nexco (the “Property Shares”). The Property Shares will be subject to a four month hold period pursuant to applicable securities laws. The vendors of the Claims are “arm’s length vendors”.

The Company also announced a non-brokered private placement (the “Private Placement”) to raise gross proceeds of up to \$200,000 to the Company through the issuance of up to 2,000,000 units (each a “Unit”) in the capital of the Company at a purchase price of \$0.10 per Unit. Each Unit will be comprised of one common share (a “Common Share”) of the Company and one-half of one Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will be exercisable to purchase an additional Common Share (a “Warrant Share”) of the Company at an exercise price of \$0.20 per Warrant Share for a period of one year from the closing date of the Private Placement. The Company intends to use the net proceeds of the Private Placement to complete the purchase of the Claims, exploration of the Claims and for general working capital purposes and pursue mineral property assets for acquisition. The Company may pay finders’ fees (the “Finder’s Fee”) in connection with the Private Placement in accordance with the rules and policies of the Canadian Securities Exchange (“CSE”). 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 closing Private Placement and the payment of any Finders’ Fee are subject to the acceptance of the CSE.

The Company has terminated the previously announced engagement of Advantage Energy Services Ltd., a consulting group engaged to assist the Company in identifying strategic oil and gas assets in Western Canada, and the non-brokered private placement of units, both of which were announced in the news release of the Company dated August 22, 2018.

**Forward Looking Statements:**

*This material change report contains “forward-looking statements” within the meaning of the United States private securities litigation reform act of 1995 and “forward-looking information” within the meaning of applicable Canadian securities legislation. Such forward-looking statements and information herein include but are not limited to statements regarding the completion of the Private Placement and the intended use of the proceeds of the Private Placement. Nexco does not intend to, and does not assume any obligation to update such forward-looking statements or information, other than as required by applicable securities laws.*

*Forward-looking statements are based on assumptions management believes to be reasonable, including but not limited to: the continued operation of Nexco’s exploration operations, no material adverse change in the market price of commodities, and such other assumptions and factors as set out herein. Although Nexco has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or information, there may be other factors that cause results to be materially different from those anticipated, described, estimated, assessed or intended. There can be no assurance that any forward-looking statements or information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information.*

**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 disclosed in this report and may be contacted as follows:

Jeff Tindale, President and Chief Executive Officer  
Telephone: 604.800.4719

**Item 9: Date of Report**

December 17, 2018