

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Etruscus Resources Corp.
411 – 850 West Hastings Street
Vancouver, BC V6C 1E1

Item 2: Date of Material Change

January 29, 2019

Item 3: News Release

A news release was issued and disseminated on January 22, 2019 through Cission (CNW Group, posted to Sedar.

Item 4: Summary of Material Changes

The Company announced the appointment of Dr. Dave Webb, Ph.D., P. Geol., P. Eng. as Vice President (“VP”) of Exploration. The Company also appoints Lindsay R. Bottomer, P.Geo, and Dave Dupre, P.Geo to its Advisory Board as its initial members.

Item 5: Full Description of Material Change

Please see the news release attached as Schedule “A” hereto for a full description of the material change.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

Gordon Lam, President
Telephone: (604) 336-9088

Item 9: Date of Report

January 29, 2019



ETRUSCUS APPOINTS VP OF EXPLORATION & ADVISORY BOARD

January 29, 2019

Vancouver, BC: Etruscus Resources Corp. (CSE: ETR) (the “Company” or “Etruscus”), a Vancouver-based junior exploration company with a focus on the development of its 100%-owned Rock & Roll project situated within the prolific Golden Triangle in northwestern British Columbia, Canada, is pleased to announce the appointment of Dr. Dave Webb, Ph.D., P. Geol., P. Eng. as Vice President (“VP”) of Exploration. The Company also appoints Lindsay R. Bottomer, P.Geo, and Dave Dupre, P.Geo to its Advisory Board as its initial members.

Gordon Lam, President and CEO of Etruscus, stated “The strength of our technical team is critical in ensuring success in developing the Rock & Roll project and other future prospects we may look to bring into our project portfolio.” He added, “Each individual brings their own unique skill set to the Company. Dr. Webb has an impressive track record in building mines and in raising funds within the capital markets. Mr. Bottomer worked with the Rock & Roll project team in the early 1990s and Mr. Dupre has a deep understanding of the Golden Triangle, having focused on it for the past 30 years. We are very excited about the team we have assembled to give this project that has a lot of history, but hasn’t been worked on for close to 10 years, a fresh new look.”

Dave Webb – VP of Exploration

Dr. Dave Webb is a Registered Professional Geologist and Registered Professional Engineer with over 30 years of experience in mineral exploration, development and production in Canada and internationally. He holds a B.A.Sc. in engineering from the University of Toronto, a M.Sc. in Geological Sciences from Queen’s University and a Ph.D. in Geological Sciences from the University of Western Ontario. During his tenures as president of both public and private companies, he guided projects from pre-discovery through to production. He is credited with several discoveries that have advanced through feasibility and into production. Companies under Dr. Webb’s management have raised over \$70 million in development funds.

As a consultant, he co-authored a Qualifying Report recommending the acquisition of an exploration property which has now been developed into Fortune Mineral’s Nico Project, NWT, gold, cobalt IOCG deposit hosting the world’s largest reserves of bismuth, recently permitted. Dave has worked with associations and training organizations to support industry-specific training in NWT.

Lindsay Bottomer – Advisory Board Member

Mr. Bottomer is a professional geologist with over 45 years of experience in global mineral exploration and development, including the Snip, Eskay Creek, Blackwater and Goldstream projects in BC, the Oyu Tolgoi copper-gold project in Mongolia and the Ann Mason copper project in Nevada. He has served as an officer

and/or director for over 20 publicly listed exploration companies, including Richfield Resources, until it was taken over by New Gold, and most recently, as VP of Business Development for Entrée Gold. Mr. Bottomer holds a B.Sc. (Hons) in geology from the University of Queensland and a Masters of Applied Science from McGill University. He is a Past President of the BC & Yukon Chamber of Mines (now AMEBC) and also served for six years as an elected councillor on the board of the Association of Professional Engineers and Geoscientists of BC (now EGBC).

David Dupre – Advisory Board Member

David DuPre is a professional geologist with over 45 years of experience in mineral and petroleum exploration, major project management and corporate administration of public companies. Mr. DuPre has worked and collaborated with both major and junior mining companies in projects spanning North and South America, Europe, Africa and Asia. Mr. DuPre brings a disciplined scientific approach to mineral exploration using his excellent managerial skills. Since 1988, he has concentrated his efforts in the “Golden Triangle” area of Northwestern British Columbia. While President of Firesteel Resources, he acquired the ROK Property (adjacent to the Red-Chris Mine) and the Copper Creek property in the very active Sheslay Camp. He was intimately involved in the discovery of the Eskay Creek mine as project manager while at Keewatin Engineering – a major Mining Consultancy that he co-founded.

About the Rock & Roll Property

Etruscus Resources Corp. is a Vancouver-based exploration company focused on the development of its 100%-owned Rock & Roll Property situated in northwest British Columbia’s prolific Golden Triangle. The area has recently seen major improvements in infrastructure including roads and hydro being built to within 30km of the property.

Prime Resources Group (“Prime”), one of Murray Pezim’s companies, originally staked the property in 1988. In 1990, early stage exploration consisting of line cutting, geochemical soil sampling, mapping, prospecting, ground geophysical surveys and trenching led to the discovery of polymetallic, silver-gold-zinc-lead-copper massive sulphide mineralization that became known as the Black Dog Zone. Notably, the surface expression of the Black Dog Zone is readily apparent in the geochemical soil sample and ground geophysical data.

In the period immediately following the discovery of the Black Dog Showing, Prime drilled 94 holes, totalling 11,063 metres in length, in the Black Dog and SRV zone area. Subsequently, 20 holes totalling 3,322 metres were drilled by several junior companies, mainly to expand the known mineralized zones. No work has been done on the property since it was returned to the vendors in 2009. Rock & Roll was then acquired by Etruscus in early 2018.

About Etruscus

Etruscus trades under the symbol ETR on the Canadian Securities Exchange and currently has 19,394,001 shares issued and outstanding.

On behalf of the Board of Directors:

/s/ “Gordon Lam”

Chief Executive Officer, President and Director

For further information:

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CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Press Release may contain statements which constitute 'forward-looking' statements, including statements regarding the plans, intentions, beliefs and current expectations of the Company, its directors, or its officers with respect to the future business activities and operating performance of the Company. The words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company, or its management, are intended to identify such forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future business activities or performance and involve risks and uncertainties, and that the Company's future business activities may differ materially from those in the forward-looking statements as a result of various factors. Such risks, uncertainties and factors are described in the periodic filings with the Canadian securities regulatory authorities, including quarterly and annual Management's Discussion and Analysis, which may be viewed on SEDAR at www.sedar.com. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as intended, planned, anticipated, believed, estimated or expected. The Company does not intend, and does not assume any obligation, to update these forward-looking statements.

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