

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Etruscus Resources Corp.
604 – 850 West Hastings Street
Vancouver, BC V6C 1E1

Item 2: Date of Material Change

June 08, 2021

Item 3: News Release

A news release was issued and disseminated on June 08, 2021 through Cission (CNW Group), Stockwatch and posted to Sedar.

Item 4: Summary of Material Changes

(The Company”) announces that has commenced preparation for the upcoming 2021 exploration season at its Rock & Roll and Sugar Properties located in northwest British Columbia’s prolific Golden Triangle region. The Company has signed contracts with all key service providers relating to this year’s Phase 1 program and expects to mobilize crews to the properties in the coming weeks.

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

June 08, 2021

ETRUSCUS PREPARES FOR 2021 EXPLORATION SEASON AND CLOSES \$1 MILLION TRANCHE OF PRIVATE PLACEMENT

June 08, 2021

Vancouver, BC: Etruscus Resources Corp. (CSE: ETR) (OTC: ETRUF) (FSE: ERR) (the “Company” or “Etruscus”) announces that the Company has commenced preparation for the upcoming 2021 exploration season at its Rock & Roll and Sugar Properties located in northwest British Columbia’s prolific Golden Triangle region. The Company has signed contracts with all key service providers relating to this year’s Phase 1 program and expects to mobilize crews to the properties in the coming weeks.

Gordon Lam, President and CEO, commented, “With three new and exciting targets discovered on claims that we staked, we are eager to launch our 2021 season with a field program focused on the Lightning Strike Corridor. With the requisite contracted services secured and program details nearly complete, management expects to mobilize crews early July, to correlate with favourable weather patterns at the project. We are confident we will execute our exploration season in a timely manner, return results as quickly as possible with the objective to develop and commence a second phase work program, as seasonality permits.”

The Company also announces that, subject to Canadian Securities Exchange (“CSE”) approval, it has closed, to date, \$1,000,026 of its non-brokered private placement first announced on April 26, 2021. The Company issued a total of 1,608,334 non-flow-through units at \$0.30 per unit for proceeds of \$482,500 and 1,478,644 flow-through units at \$0.35 per unit for proceeds of \$517,525. Flow-through funds will be used for continued exploration of the Company’s Rock & Roll and Sugar Properties and the non-flow-through funds will be used for both exploration and general working capital. A final tranche is also expected to close this month.

Each \$0.30 non-flow-through unit consists of one common share and one-half (½) of one share purchase warrant. Each whole Warrant entitles the holder to purchase one additional common share at a price of \$0.40 per share for a 2-year period.

Each \$0.35 flow-through unit consists of one flow-through common share and one-half (½) of one non-flow-through share purchase warrant. Each whole Warrant entitles the holder to purchase one additional common share at a price of \$0.45 per share for a 2-year period.

All securities issued are subject to a four month plus one day hold period. Finders’ fees were paid in accordance with securities regulations. The Company paid the finders’ \$41,405 and issued 126,850 finder’s warrants to arms-length parties in connection with this closing. Each finder’s warrant is exercisable at \$0.33 per share for a period of two years.

The flow-through shares will qualify as “flow-through shares” for the purposes of the Income Tax Act (Canada) (the “Act”). The Proceeds of the flow-through private placement will be used to incur “Canadian exploration expense” (within the meaning of the Act). The Company will renounce

these expenses to the purchasers with an effective date of no later than December 31, 2021, and as required under the Act.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Etruscus

Etruscus Resources Corp. is a Vancouver-based exploration company focused on the development of its 100%-owned Rock & Roll and Sugar properties comprising 27,880 hectares near the past producing Snip mine in Northwest B.C.’s prolific Golden Triangle.

Etruscus is traded under the symbol “ETR” on the Canadian Securities Exchange, “ETRUF” on the OTC and “ERR” on the Frankfurt Stock Exchange and has 31,601,284 common shares issued and outstanding.

Investor Relations Contact

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Company Contact

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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.

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.