

**Form 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

Crest Resources Inc.  
Suite 200, 551 Howe Street  
Vancouver, British Columbia V6C 2C2

(the "Company")

**2. Date of Material Change**

April 5, 2019.

**3. News Release**

A news release was disseminated on April 6, 2019 on Stockwatch and was subsequently filed on SEDAR.

**4. Summary of Material Change**

The Company announced the resignation of Mark Lotz as the Chief Financial Officer, Corporate Secretary and a director of the Company, the appointment of Emma Fairhurst to the board of directors of the Company and the appointment of Sean Ty as the Chief Financial Officer and Corporate Secretary of the Company.

The Company also announced the issuance of 100,000 incentive stock options to an officer of the Company, each option exercisable to purchase one common share in the capital of the Company on or before April 5, 2023.

**5. Full Description of Material Change**

See attached news release dated April 5, 2019 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**6. Reliance on subsection 7.12 of National Instrument 51-102**

Not Applicable.

**7. Omitted Information**

Not Applicable.

**8. Executive Officer**

Dušan Berka, Chief Executive Officer, President and Director  
Telephone: (604) 681-1568

**9. Date of Report**

April 8, 2019.

**CREST RESOURCES INC.**  
Suite 200 – 551 Howe Street  
Vancouver, B.C.  
V6C 2C2

April 5, 2019

**NEWS RELEASE**

**CREST RESOURCES ANNOUNCES APPOINTMENT OF  
NEW DIRECTOR AND EXECUTIVE OFFICER**

**GRANTS INCENTIVE STOCK OPTIONS**

**Vancouver, B.C. - Crest Resources Inc. ("Crest" or the "Company") (CSE: CRES)** announces the resignation of Mark Lotz as the Chief Financial Officer, Corporate Secretary and as a director of the Company, effective immediately. Mr. Lotz will continue to provide financial consulting services to the Company.

The Company also announces the appointment of Emma Fairhurst to the board of directors of the Company and the appointment of Sean Ty as Chief Financial Officer and Corporate Secretary of the Company (the "Board"), effective immediately.

Ms. Fairhurst has in excess of 15 years of experience in the financial and public company markets, with the majority of her time spent involved in the Canadian resource capital market and more recently the Australian capital market. Previously, Ms. Fairhurst worked at Canaccord Genuity where she administered assets, private placements and financings. She subsequently went on to be a founder and executive in the resource business venture sector in her own right. Her collective experiences have led to many appointments as a director for various private and public companies. Ms. Fairhurst has over 10 years' experience in international development and corporate responsibility, working significantly in East Africa and she is a director and founding member of Global Change for Children Society, a volunteer charity sponsored by numerous mining companies.

Mr. Ty is a Chartered Professional Accountant (CPA, CA) and currently serves as the Chief Financial Officer for Fortress Blockchain Corp. (TSXV: FORT). Mr. Ty's previous experience includes acting as the interim Chief Financial Officer for BlissCo Cannabis Corp. (CSE: BLIS) and working as an accountant for public and private Canadian companies, with a particular focus on growth industries. He also holds a Bachelor of Science Degree and a Diploma in Accounting from the University of British Columbia.

Ms. Fairhurst will also serve on the audit committee of the Board as an independent member.

**Options Issued**

The Company also announces that it has granted an aggregate of 100,000 incentive stock options to an officer of the Company. Each option will be exercisable to purchase one common share in

the capital of the Company on or before April 5, 2023, at a price of \$0.10 per share. The options will vest over a period of four years, as to 25% per year.

### **About Crest Resources Inc.**

Crest is engaged in the business of mineral exploration and the acquisition of mineral property assets in British Columbia. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Red Metal Ridge property. The Red Metal Ridge property consists of six contiguous mineral tenures covering an area of 1,381.48 hectares, located 12 kilometres southwest of the town of Sayward and approximately 74 kilometres northwest of the town of Campbell River in the Nanaimo mining division of British Columbia.

On Behalf of the Board of Directors

*"Dušan Berka"*

Dušan Berka, P. Eng

Chief Executive Officer, President and Director

Tel: (604) 681-1568

### ***Cautionary Note Regarding Forward-Looking Statements***

*This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation, including the United States Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included herein including, without limitation, the exercise and vesting of the incentive stock options and the Company's anticipated business plans are forward-looking statements. Often, but not always, forward-looking statements can be identified by words such as "plans", "expects", "may", "intends", "anticipates", "believes", "proposes" or variations of such words including negative variations thereof and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Actual results could differ from those projected in any forward-looking statements due to numerous factors including, but not limited to, the inability of the Company to execute its proposed business plans and obtain the financing required to carry out its planned future activities. Other factors such as general economic, market or business conditions or changes in laws, regulations and policies affecting the mining industry and delays in obtaining governmental and regulatory approvals, may also adversely affect the future results or performance of the Company. These forward-looking statements are made as of the date of this news release and, unless required by applicable law, the Company assumes no obligation to update the forward-looking statements or to update the reasons why actual results could differ from those projected in these forward-looking statements. Although the Company believes that the statements, beliefs, plans, expectations, and intentions contained in this news release are reasonable, there can be no assurance that those statements, beliefs, plans, expectations, or intentions will prove to be accurate. Readers should consider all of the information set forth herein and should also refer to other periodic reports provided by the Company from time-to-time.*

*Readers are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly, are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements.*