

AMENDMENT AGREEMENT

THIS AMENDMENT AGREEMENT dated for reference the 25 day of April, 2019

BETWEEN:

JOHN (JACK) DENNY, prospector of PO Box 325, Salmo, BC, V0G 1Z0

("Denny")

AND:

WALCOTT RESOURCES LTD., a company duly incorporated under the laws of the Province of British Columbia and having offices at 1315 Moody Avenue, North Vancouver, BC V7L 3T5

("Walcott")

WHEREAS:

- A. Denny and Walcott entered into an option agreement dated February 5, 2018 (the "**Option Agreement**") pursuant to which Walcott acquired the right to earn an undivided 100% interest in the Cobalt Hill Property; and
- B. The parties wish to enter into this amendment agreement (the "**Amendment Agreement**") to amend the payment terms of the Option Agreement.

NOW THEREFORE THIS AGREEMENT WITNESS THAT for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. AMENDMENT

- (a) Section 3.1 a) iv) of the Option Agreement is deleted in its entirety and replaced with the following language:
"iv) an additional \$80,000 on or before August 5, 2020;"
- (b) The parties confirm that the Option Agreement remains in full force and effect. From the date hereof, the Option Agreement and this Agreement will be read together to the extent reasonably possible as though all of the terms of both documents were contained in one instrument.
- (c) Except as otherwise specified herein, all capitalized terms defined in the Option Agreement will have the same meaning when used in this Amendment Agreement.

2. ENUREMENT

This Amendment Agreement will enure to the benefit of and be binding upon the parties hereto and their respective successors and permitted assigns.

3. GOVERNING LAW

This Amendment Agreement will be governed by and construed in accordance with the laws of the Province of British Columbia and any applicable federal laws of Canada.

4. COUNTERPARTS

This Amendment Agreement may be executed and delivered by the parties hereto in one or more counterparts, each of which will be deemed to be an original, and those counterparts will together constitute one and the same instrument.

IN WITNESS WHEREOF the parties have executed and delivered this Agreement as of the day, month and year first above written.

WALCOTT RESOURCES LTD.

Per: "Marshall Farris"
Marshall Farris, President

"Jack Denny"
JOHN (JACK) DENNY

Witness: "Leona McNeill"