

FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Walcott Resources Ltd. (the “**Company**”)
1315 Moody Avenue
North Vancouver, British Columbia
V7L 3T5

Item 2 Date of Material Change

September 18, 2020

Item 3 News Release

A news release was disseminated on September 18, 2020 and filed on SEDAR.

Item 4 Summary of Material Change

Walcott Announces Closing of Brokered Private Placement and Announces DTC Eligibility for its Common Shares.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Private Placement

Walcott Resources Ltd. (CSE: WAL) (the “**Company**” or “Walcott”) announced, further to its press release dated August 13, 2020, that it has closed a brokered private placement (the “**Private Placement**”) consisting of the issuance of 11,463,000 common shares of the Company (the “**Common Shares**”) at a price of \$0.25 per Common Share for gross proceeds of \$2,865,750. Mackie Research Capital Corporation (the “**Agent**”) acted as lead agent for the Offering, pursuant to an agency agreement dated September 18, 2020 (the “**Agency Agreement**”).

Under the Agency Agreement, the Company paid to the Agent and members of the Agent’s selling group (collectively, the “**Agents**”) (i) a commission equal to \$143,320 and 573,280 compensation warrants (each, a “**Compensation Warrant**”); (ii) an advisory fee equal to \$10,731 and 40,880 Compensation Warrants; (iii) a corporate finance fee of \$26,250 (inclusive of applicable taxes); and (iv) expenses and legal fees of the Agents. Each Compensation Warrant entitles the holder to acquire one Common Share at an exercise price of \$0.25 per Common Share until September 18, 2022.

The Company intends to use the net proceeds from the Private Placement for exploration activities on the Company’s Cobalt Hill coppergold-cobalt property, completion of the proposed acquisition of 1256714 B.C. Ltd. and exploration of the acquired silver projects and for general working capital purposes. All of the securities issued in connection with the Private Placement are subject to a statutory four-month hold expiring on January 19, 2021.

Marshall Farris, the CEO and a director of the Company subscribed for 80,000 Common Shares under the Private Placement. As a result, the Private Placement is a related party transaction (as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-**

101’’)). The Company relied upon section 5.5(a) and 5.7(a) as neither the fair market value of the subject matter of, nor the fair market value of the consideration for the Private Placement, insofar as it involves interested parties, exceeds 25% of the Company’s market capitalization (calculated in accordance with MI 61-101).

DTC Eligibility

The Company also announced it has received a US trading symbol from FINRA. The Company currently trades under the symbol “WALRF” in the over the counter market (Pink Sheets) and is submitting an application for the OTCQB®, a Venture Market operated by OTC Markets Group that is designed for early-stage and developing US and international companies.

The Company’s common shares are now eligible for electronic clearing and settlement through the Depository Trust Company (“DTC”) in the United States. DTC is a subsidiary of the Depository Trust & Clearing Corporation, a U.S. company that manages the electronic clearing and settlement of publicly traded companies. Securities that are eligible to be electronically cleared and settled through DTC are considered to be “DTC eligible”. DTC eligibility is expected to simplify the process of trading and enhance liquidity of the Company’s common shares in the United States.

The Company will continue to trade on the Canadian Stock Exchange under “WAL” as well as on the Frankfurt Stock Exchange under “WR2”.

The Company also clarified certain disclosure contained in its press release dated September 11, 2020. In the section entitled “About Walcott Resources Ltd.,” the Company inadvertently indicated that the Company had closed the acquisition of certain prospective silver-zinc projects located in Australia (the “Proposed Acquisition”). Further details in respect of the Proposed Acquisition can be found in the Company’s press release of August 13, 2020. The Company confirms that the Proposed Acquisition has not yet been completed. The Proposed Acquisition is scheduled to be completed in the coming weeks and the Company will disseminate a further press release upon closing. Completion of the Proposed Acquisition remains subject to certain closing conditions and there can be no guarantees that the Proposed Acquisition will be completed as contemplated or at all.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Marshall Farris
Chief Executive Officer
marshall@ascentafinance.com

Item 9 Date of Report

September 28, 2020