

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

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

**Item 2. Date of Material Change**

October 15, 2020.

**Item 3. News Release**

News Release dated October 15, 2020 was disseminated via Newsfile and filed on SEDAR on October 15, 2020.

**Item 4. Summary of Material Change**

The Company has completed the acquisition of 60% of the issued and outstanding common shares of 1256714 B.C. Ltd.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that further to its press release of August 13, 2020, it has closed the acquisition (the “**Transaction**”) of 60% of the issued and outstanding shares of 1256714 B.C. Ltd. (“**TargetCo**”) pursuant to a share exchange agreement dated effective August 13, 2020 among the Company, TargetCo and the shareholders of TargetCo (the “**Definitive Agreement**”). Targetco owns a 100% interest (subject to a 2% NSR) in two prospective silver-zinc projects in Australia, being the Tyr Silver Project and the Century South Silver-Zinc Project.

**The Silver Projects**

➤ **Tyr Silver Project** in northern New South Wales has two historic silver mines – Burra and Torny – with potential for high-grade silver zinc-lead-tin mineralization.

○ The Tyr Silver Project covers an area of approximately 300 km<sup>2</sup> in Northern New South Wales comprised of minimal use, hilly pastoral land, mostly cleared and lightly forested.

○ The tenement was granted in March 2018 and is due for renewal in March 2024.

- The Tyr Silver Project delivers upside potential with mineral occurrences apparent along a north-west trend with numerous old workings both along this trend and possibly others.
- Notably, the north-west trend is part of a large-scale mineralized system that includes the historic silver mines, which materially boosts exploration upside.
- **Century South Silver-Zinc Project** in the Mt Isa Basin, north-west Queensland, which is under-explored but in a highly prospective region and is along strike from one of the world's largest silver-zinc mines.
- Century South lies approximately 8 km south east of the New Century Zinc Mine and is around 250 km<sup>2</sup> in size, comprised of hilly, open savannah country.
- The tenement was granted in October 2018 and is due for renewal in October 2023.
- Both projects are located near established mining infrastructure & accessible port, whilst Australia is a stable, well-regulated, mining jurisdiction.

### **The Transaction**

Pursuant to the terms of the Definitive Agreement, Walcott acquired 60% of the issued and outstanding securities of TargetCo in consideration for the issuance of 15,000,000 common shares of the Company (the "**Payment Shares**") pro rata to shareholders of TargetCo at a deemed price of \$0.305 per Payment Share. In addition, the Company issued 675,000 common shares to arm's length third party finders in connection with the Transaction (the "**Finders' Shares**") at a deemed price of \$0.305 per Finders' Share. The Payment Shares are not subject to any hold periods under applicable securities laws. The Finders' Shares are subject to a four month and one day hold period under applicable securities laws which expires on February 16, 2021.

The Transaction is an arms-length transaction and no change in management or the Board of Directors of Walcott occurred in connection with the Transaction.

Mr Matthew Stephens, a Certified Professional Geologist, Fellow of the Australian Institute of Geoscientists and a Qualified Person under NI 43 101 who is independent of the Company, has reviewed and approves of the technical content of the news release.

### **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**

None.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Marshall Farris, Chief Executive Officer  
Telephone: 604-637-6373

**Item 9. Date of Report**

DATED at Vancouver, BC, this 15<sup>th</sup> day of October, 2020.