

Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

International Montoro Resources Inc. (the "Company" or "Montoro")
#600-625 Howe Street
Vancouver, BC V6C 2T6
(604) 683-6648

Item 2: Date of Material Change

August 13, 2020

Item 3: News Release

Issued August 13, 2020 and distributed through AccessWire.

Item 4: Summary of Material Change

International Montoro Resources Inc. announced that ; the Company has closed the private placement and issued 8,240,000 units at a price of \$0.075; for gross proceeds of \$618,000. Each unit will be comprised of one common share in the capital of the Company and one transferable warrant. Each whole warrant will permit the holder to acquire one additional common share of the Company at a price of \$0.10 for two years from closing. No finder's fees were paid.

Insider's participation in this private placement offering (500,000 units) constitutes a related party transaction pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions {"MI 61-101"}.

Item 5: Full Description of Material Change

Further to our news releases dated August 7th, 2020; the Company has closed the private placement and issued 8,240,000 units at a price of \$0.075; for gross proceeds of \$618,000. Each unit will be comprised of one common share in the capital of the Company and one transferable warrant. Each whole warrant will permit the holder to acquire one additional common share of the Company at a price of \$0.10 for two years from closing. No finder's fees were paid.

The use of proceeds will be for continued exploration on existing properties, outstanding payables, and general working capital purposes.

While the Company intends to use the proceeds as stated above, there may be circumstances where, for sound business reasons, funds may be reallocated at the discretion of the Board.

Insider's participation in this private placement offering (500,000 units) constitutes a related party transaction pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions {"MI 61-101"}. The Company relied on Section 5.S{a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7{l){a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair market value of the transaction did not exceed 25% of the Company's market capitalization.

All securities issued under this private placement, and the shares that may be issuable on the exercise of the warrants, are subject to a statutory hold period expiring four-months and one day (**December**

13, 2020) from issuance. The closing of the Private Placement Financing, including the issuance of the securities has received TSX Venture Exchange (the “Exchange”) acceptance.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7: Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8: Executive Officer

Contact: Karim Rayani, Chief Executive Officer, President, and Director
Telephone: (604) 683-6648

Item 9: Date of Report

August 13, 2020