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

December 15, 2020

Item 3: News Release

Issued December 16, 2020 and distributed through AccessWire.

Item 4: Summary of Material Change

International Montoro Resources Inc. announced results from its December 15, 2020 Annual General Meeting. Messrs. Karim Rayani, Mark Luchinski, Gary Musil, Brent Griffin, and Fraser Rieche were elected directors for the upcoming year. The Advance Notice Policy was approved and the resolution regarding the Plan of Arrangement was tabled until a later date.

The Directors appointed Karim Rayani as President and Chief Executive Officer and Fraser Rieche as Corporate Secretary/Chief Financial Officer for the upcoming year. The Audit Committee is composed of Gary Musil, Brent Griffin, and Mark Luchinski.

Item 5: Full Description of Material Change

See attached news release.

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) 670-0019

Item 9: Date of Report

December 23, 2020

International Montoro Resources Inc.
#110 – 175 Victory Ship Way
North Vancouver, BC, V7L 0B2

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NEWS RELEASE

IMT: TSX-V
O4T1: GR
IMTFF: OTC PINKS

MONTORO ANNOUCES ELECTION OF DIRECTORS AND AGM RESULTS

December 16, 2020. Vancouver, B.C. - International Montoro Resources Inc. (TSX-V: IMT), (Frankfurt: O4T1), (IMTFF: OTC PINKS); (the **"Company")** is pleased to announce that the nominees listed in the Management Information Circular for the 2020 Annual General Meeting of Shareholders (the **"AGM")** held on December 15, 2020 were duly elected as directors confirming the current management slate. The shareholders elected Karim Rayani, Mark Luchinski, Gary Musil, Brent Griffin and Fraser Rieche as directors for the upcoming year. The scrutineer reported that there were a total of 49 shareholders holding 16,905,657 shares represented in person or by proxy at the meeting. This represents 26.21% of the total 64,512,105 shares issued and outstanding as at Record Date. Detailed results are set our below:

	Resolution	Votes for (%)
1.	Fixing the number of Directors	97.14%
2.	Election of Directors:	
	- Karim Rayani	95.56%
	- Gary Musil	97.30%
	- Fraser Rieche	97.61%
	- Brent Griffin	97.61%
	- Mark Luchinski	97.61%
3.	Appointment of Auditors	96.08%
4.	Approval of the Stock Option Plan	95.85%

The Advance Notice Policy ("ANP") resolution submitted by management to shareholders for consideration was also approved as presented at 93.36%; as attached to the Information Circular as Schedule "C". In order for the ANP to remain in effect, the ANP must be ratified, confirmed and approved at each subsequent annual general meeting.

The final resolution regarding the 'Plan of Arrangement' was tabled until a later date to allow the Company to prepare and provide to the Shareholders details regarding the proposed arrangement; and with a new and separate proxy.

At the Directors Meeting following; the directors appointed Karim Rayani as President/Chief Executive Officer and Fraser Rieche as Corporate Secretary/Chief Financial Officer for the upcoming year. The Audit Committee will be comprised of Gary Musil, Brent Griffin and Mark Luchinski. The Directors also fixed the remuneration to be paid to the auditors for the financial year ended August 31, 2019.

The Board of Directors would also like to thank the Company's shareholders for their patience and continued support since the outbreak of COVID-19, a global pandemic; and these difficult markets throughout the past year.

About International Montoro Resources Inc.

Montoro, listed on the TSX Venture Exchange for over 25 years, is a Canadian based emerging resource company. The Company is systematically exploring its extensive property positions in:

- Exploits Zone, Newfoundland (Slip and Victoria Lake – **Au Prospects**)
- Atikokan, Ontario (BlackFly – **Au prospect**)
- Red Lake, Ontario (Camping Lake – **Au prospect)**
- Elliot Lake, Ontario (Serpent River/Pecors -**Ni-Cu-PGE discovery) & (Uranium- REE's)**
- Quebec (Duhamel -**Ni-Cu-Co prospect & Titanium, Vanadium, and Chromium prospect)**
- Prince George, British Columbia (Wicheeda North – **Rare Earth Elements prospect)**

The Company's website is: https://montororesources.com/

ON BEHALF OF THE BOARD
International Montoro Resources Inc.
"Karim Rayani"
Karim Rayani
President/Chief Executive Officer, Director
Tel: 604 716 0551 email: k@r7.capital