Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Berkwood Resources Ltd.
Suite 3204 – 610 Granville Street
Vancouver B.C. V6C 3T3
Phone: (604) 343-7740
Email: tom@berkwoodresources.com
Website: www.berkwoodresources.com

ITEM 2. DATE OF MATERIAL CHANGE

December 18, 2018

ITEM 3. NEWS RELEASE

The press release was issued on December 18, 2018 to the TSX Venture Exchange and through various other public media and filed on SEDAR– all in accordance with the policies of the regulatory authorities.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Berkwood Resources Ltd. ("Berkwood" or the "Company") (TSX-V: BKR) announces it will apply to the TSX Venture Exchange and will close its final tranche of flow-through financing offered as to an additional $224,460 and will issue 2,494,000 units at $0.09. Each unit will be comprised of one flow-through common share and one-half warrant, with each whole warrant exercisable into one common share at a price of $0.15 for a period of two years from closing. All securities will be subject to a four-month plus one day hold period from closing.

A finder's fee has also been agreed to be paid to EMD Financial Inc., pursuant to the policies.

Proceeds of the private placement will be used to develop the Company's properties located in Quebec.

The issuance of the securities and the finder's fee are subject to the final approval of the TSX Venture Exchange.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

5.1 Full Description of Material Change

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5.2 **Disclosure for Restructuring Transactions**

N/A

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7. OMITTED INFORMATION

N/A

ITEM 8. EXECUTIVE OFFICER

To obtain further information contact Mr. Thomas Yinging, President of the Issuer, (604) 343-7740.

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ITEM 9. DATE OF REPORT

Dated at Vancouver, BC, this 18th day of December, 2018.

:signed "Thomas Yingling"

Thomas Yingling, President