

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Berkwood Resources Ltd.
Suite 2410– 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

June 28, 2019

ITEM 3. NEWS RELEASE

The press release was issued on June 28, 2019 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 has received conditional approval from the TSX Venture Exchange and now will close a private placement as to \$231,000 and will issue 3,850,000 units at \$0.06. Each unit will be comprised of one common share and one warrant, with each whole warrant exercisable into one common share at a price of \$0.10 for a period of two years from closing. All securities will be subject to a four-month plus one day hold period from closing.

Proceeds of the private placement will be used to develop the Company’s properties located in Quebec and working capital.

The issuance of the securities is 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 Yingling, President of the Issuer, (604) 343-7740.

ITEM 9. DATE OF REPORT

Dated at Vancouver, BC, this 4th day of July, 2019.

:signed "Thomas Yingling"

Thomas Yingling, President