MATERIAL CHANGE REPORT
FORM 51-102F3

Item 1. Reporting Issuer

Barksdale Capital Corp. (the "**Company**")
Suite 610 – 815 West Hastings Street
Vancouver, B.C.
V6C 1B4

Item 2. Date of Material Changes

October 3 and 5, 2017

Item 3. Press Releases

October 3 and 5, 2017 – disseminated via Canada Stockwatch and Market News

Item 4. Summary of Material Changes

October 3, 2017 – The Company has increased the size of its non-brokered private placement financing (the "**Financing**") announced on August 15, 2017. The Financing now consists of 13,530,000 common shares at a price of $0.40 per share for gross proceeds of $5,412,000. Certain directors, officers and insiders of the Company (collectively the "**Insiders**") have agreed to participate in the Financing for an aggregate of 1,225,000 shares for gross proceeds of $490,000.

The net proceeds of the Financing will be used to fund, inter alia, the initial cash payment of $650,000 payable to Regal Resources Inc. ("**Regal**") in connection with the Company's option (the "**Option**") to acquire up to a 67.5% undivided interest in the Patagonia/Sunnyside property located in Santa Cruz County, Arizona (the "**Sunnyside Property**"), an initial exploration program on the Sunnyside Property and general corporate and working capital expenses.

October 5, 2017 – The Company has completed its previously announced Financing of 13,530,000 common shares at a price of $0.40 per share for gross proceeds of $5,412,000. Insiders of the Company participated in the Financing for an aggregate of 1,225,000 shares for gross proceeds of $490,000.

All common shares issued in connection with the Financing are subject to a four month hold period.

The Company has also completed its initial option payment of $650,000 cash and 1,250,000 common shares to Regal pursuant to the Company's Option to acquire up to a 67.5% undivided interest in Sunnyside Property located in Santa Cruz County, Arizona.

Item 5. Full Description of Material Changes

October 3, 2017 – The Company has increased the size of its non-brokered private placement Financing originally announced on August 15, 2017. The Financing now consists of 13,530,000 common shares at a price of $0.40 per share for gross proceeds of $5,412,000. Certain Insiders of the Company have agreed to participate in the Financing for an aggregate of 1,225,000 shares for gross proceeds of $490,000.

The net proceeds of the Financing will be used to fund, inter alia, (i) the initial cash payment of $650,000 payable to Regal upon Exchange acceptance of the Company's Option to acquire up to a 67.5% undivided interest in the 286 unpatented mining lode claims (approximately 5,223.71 acres) comprising the Sunnyside Property located in Santa Cruz County, Arizona as announced on August 15, 2017, (ii) initial exploration programs on the Sunnyside Property and the Company's previously acquired Swales project in Elko, Nevada (see news release dated December 16, 2016), and (iii) general corporate and working capital purposes.

The portion of the Financing with Insiders constitutes a "related party transaction" for the purposes of Multilateral Instrument 61-101, *Protection of Minority Security Holders in Special Transactions*, and the Company has relied upon exemptions from the requirement to obtain a formal valuation and seek minority shareholder approval for the Financing on the basis that the fair market value of the Financing with the Insiders is less than 25% of the Company's current market capitalization.

October 5, 2017 - The Company has completed its previously announced Financing of 13,530,000 common shares at a price of $0.40 per share for gross proceeds of $5,412,000. Certain Insiders of the Company participated in the Financing for an aggregate of 1,225,000 shares for gross proceeds of $490,000.

The Company has also completed its initial option payment of $650,000 cash and 1,250,000 common shares to Regal pursuant to the Company's Option to acquire up to a 67.5% undivided interest in Sunnyside Property located in Santa Cruz County, Arizona as announced August 15, 2017. Pursuant to the option agreement, the Company has also issued into escrow the next option payment of 3,850,000 common shares to Regal, which shares will be cancelled and returned to treasury if the Company determines not to proceed with the Option after completing its initial exploration of the Sunnyside Property. The Company has one year following receipt of all necessary governmental approvals and permits including drill permits to complete an initial exploration program of $3,000,000 on the Sunnyside Property.

Finder's fees totaling $123,000 cash and 307,500 finder's warrants are payable in connection with the Financing, each finder's warrant entitling the holder to purchase one common share of the Company at a price of $0.40 for a period of two years from closing.

All common shares issued in connection with the Financing and the Option are subject to a four month hold period expiring February 6, 2018.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7. Omitted Information

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

Item 8. Senior Officers

To obtain further information contact Richard S. Silas, Chief Executive Officer, at (778) 588 - 7139.

DATED as of the 5th day of October, 2017

(signed) "Richard S. Silas"

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Richard S. Silas
Chief Executive Officer

This material change report contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions including, but not limited to, the Option and the intended use of proceeds from the Financing. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Investors are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. Risk factors affecting the Company include, among others: global financial conditions and volatility of capital markets, uncertainty regarding the availability of capital including the Financing, fluctuations in commodity prices; title matters; risks associated with mineral exploration including the timing and availability of permits, uncertainty surrounding exploration results and environmental issues and the additional risks identified in our filings with Canadian securities regulators on SEDAR. These forward-looking statements are made as of the date hereof and, except as required under applicable law, the Company does not assume any obligation to update or revise them to reflect new events or circumstances.