

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Reporting Issuer

Barksdale Resources Corp. (the "**Barksdale**" or the "**Company**")
Suite 615 – 800 West Pender Street
Vancouver, B.C. V6C 2V6

Item 2. Date of Material Change

September 22, 2020

Item 3. Press Release

September 24, 2020 – disseminated via ACCESSWIRE.

Item 4. Summary of Material Change

The Company has signed a definitive option agreement (the "**Definitive Agreement**") with, among others, Tusk Exploration Ltd. ("**Tusk**") that formalizes the terms agreed to in the binding letter agreement dated August 5, 2020, to acquire the San Javier del Cobre project in Sonora, Mexico (the "**San Javier Property**") as previously announced on August 6, 2020 and September 16, 2020 (the "**San Javier Transaction**").

With the execution of the Definitive Agreement, the Company anticipates closing the concurrent private placement financing announced on August 6, 2020 and upsized on September 1, 2020 (the "**Offering**"), as well as the San Javier Transaction, on or about September 29, 2020.

Both the Offering and San Javier Transaction remain subject to customary closing conditions and acceptance of the TSX Venture Exchange.

Item 5. Full Description of Material Changes

Option to Acquire San Javier Property

The Company has signed a Definitive Agreement with Tusk which formalizes the terms agreed to in the binding letter agreement dated August 5, 2020, to acquire the San Javier Property as previously announced on August 6, 2020 and September 16, 2020. Under the terms of the Definitive Agreement, the Company may acquire, by way of option (the "**Option**"), a 100% interest in the San Javier Property over a period of up to six-years by making, subject to adjustment in certain circumstances, aggregate option payments of C\$500,000 in cash, delivery of 13 million Barksdale shares, and issuance of a small sliding scale royalty in favor of Tusk. The payment schedule is as follows:

Due Date for Option Payment	C\$ Cash	Number of Barksdale Shares
Within 3 business days following the later of (a) execution and delivery of Definitive Agreement and (b) TSXV conditional acceptance of Option	\$50,000	4,000,000

On or before the first anniversary of the Definitive Agreement	\$100,000	2,000,000
On or before the earlier of (a) the third anniversary of the Definitive Agreement and (b) the completion of a "pre-feasibility study" on the Property	\$150,000	3,000,000
On or before the earlier of (a) the sixth anniversary of the Definitive Agreement and (b) the date Barksdale enters into definitive documentation for financing the construction of a mine on the Property	\$200,000	4,000,000
Total:	C\$500,000.00	13,000,000

Following a detailed due diligence campaign, the Company identified certain title issues with respect to three of the twelve mining concessions comprising approximately 307.46 hectares of the total lands covered under the option. Tusk is in the process of rectifying these title issues and expects the process to be completed in 2021. Until the title issues have been rectified, the Company and Tusk have agreed to defer 35% of the Year 1 and Year 2 option cash and share payments ("**Deferred Option Payment**"). This lowers the upfront Year 1 cash and share consideration delivered to Tusk from 4.0 million shares of Barksdale and \$50,000 in cash to 2.6 million shares of Barksdale and \$32,500 in cash. If the title defects are corrected on or before the third anniversary of the Definitive Agreement, the Company shall pay the Deferred Option Payment to Tusk within 30 days. If Tusk fails to correct the title issues on or before the third anniversary of the Definitive Agreement, the three affected concessions will be dropped from the Option, the Deferred Option Payment cancelled and forfeited and the remaining option payments to Tusk under the Definitive Agreement reduced by 35%. If Tusk is successful in clearing the title defects on one or two of the concessions, but not all three, it will receive a pro-rated percentage of the Deferred Option Payment based on the amount of land recovered.

Upon exercise of the Option, Barksdale will also provide a net smelter returns royalty on the San Javier Property of 1.0% when copper prices are less than US\$3.50 per pound and 2.0% when copper prices are over US\$3.51 per pound. The royalty is subject to a right of first refusal in favor of Barksdale.

Concurrent Financing

The Company has arranged a concurrent non-brokered private placement financing of 16,644,736 units ("**Units**") at a price of \$0.38 per Unit for gross proceeds of \$6,325,000. Each Unit will consist of one common share of the Company and one half (1/2) of a common share purchase warrant (each whole warrant a "**Warrant**"). Each Warrant shall entitle the holder to purchase an additional common share of the Company at a price of \$0.55 for a period, subject to acceleration, of 24 months following the closing of the Offering.

Teck Resources Limited has elected to exercise its equity participation right and is expected to subscribe for a total of 1,381,579 Units under the Offering for gross proceeds of \$525,000, assuming that the Offering is fully subscribed.

In addition, certain directors and officers of Barksdale (collectively “**Insiders**”) will be acquiring Units in the Offering. Any participation in the Offering by Insiders constitutes a “related party transaction” for the purposes of Multilateral Instrument 61-101, *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”); however, Barksdale intends to rely upon exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 on the basis that the fair market value of such participation by Insiders is less than 25% of Barksdale’s current market capitalization.

The proceeds of the Offering will be used to finance exploration activities at the Company’s properties in Arizona and Mexico as well as for working capital and general corporate purposes.

Closing

With the execution of the Definitive Agreement, the Company anticipates closing the Offering and San Javier Transaction on or about September 29, 2020. Both the Offering and San Javier Transaction remain subject to customary closing conditions and acceptance of the TSX Venture Exchange.

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 Rick Trotman, Chief Executive Officer, at (604) 398 - 5385.

Item 9. Date of Report

September 25, 2020.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This material change report includes “forward-looking information” under applicable Canadian securities legislation including, but not limited to, the expected closing date of the San Javier Transaction and the Offering. Such forward-looking information reflects management’s current beliefs and are based on a number of estimates and assumptions made by and information currently available to the Company that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information. Readers are cautioned that such forward-looking information are neither promises nor guarantees, and are subject to known and unknown risks and uncertainties including, but not limited to, general business, economic, competitive, political and social uncertainties, uncertain and volatile equity and capital markets, lack of available capital, actual results of exploration activities, environmental risks, future prices of base and other metals, operating risks, accidents, labor issues, delays in obtaining governmental approvals and permits, and other risks in the mining industry. There are no assurances that the Company will successfully complete the acquisition

of San Javier or the Offering on the terms set out herein or at all. In addition, there is uncertainty about the spread of COVID-19 and the impact it will have on the Company's operations, supply chains, ability to access mineral properties including San Javier, procure equipment, contractors and other personnel on a timely basis or at all and economic activity in general. All forward-looking information contained in this material change report is qualified by these cautionary statements and those in our continuous disclosure filings available on SEDAR at www.sedar.com. Accordingly, readers should not place undue reliance on forward-looking information. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.