

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Quadro Resources Ltd.
1500 – 1040 West Georgia Street
Vancouver, BC V6E 4H1

Item 2 Date of Material Change

June 7, 2017

Item 3 News Release

The news release dated June 7, 2017 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release

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

T. Barry Coughlan, Executive Chairman, (604) 683-3331

Item 9 Date of Report

June 7, 2017



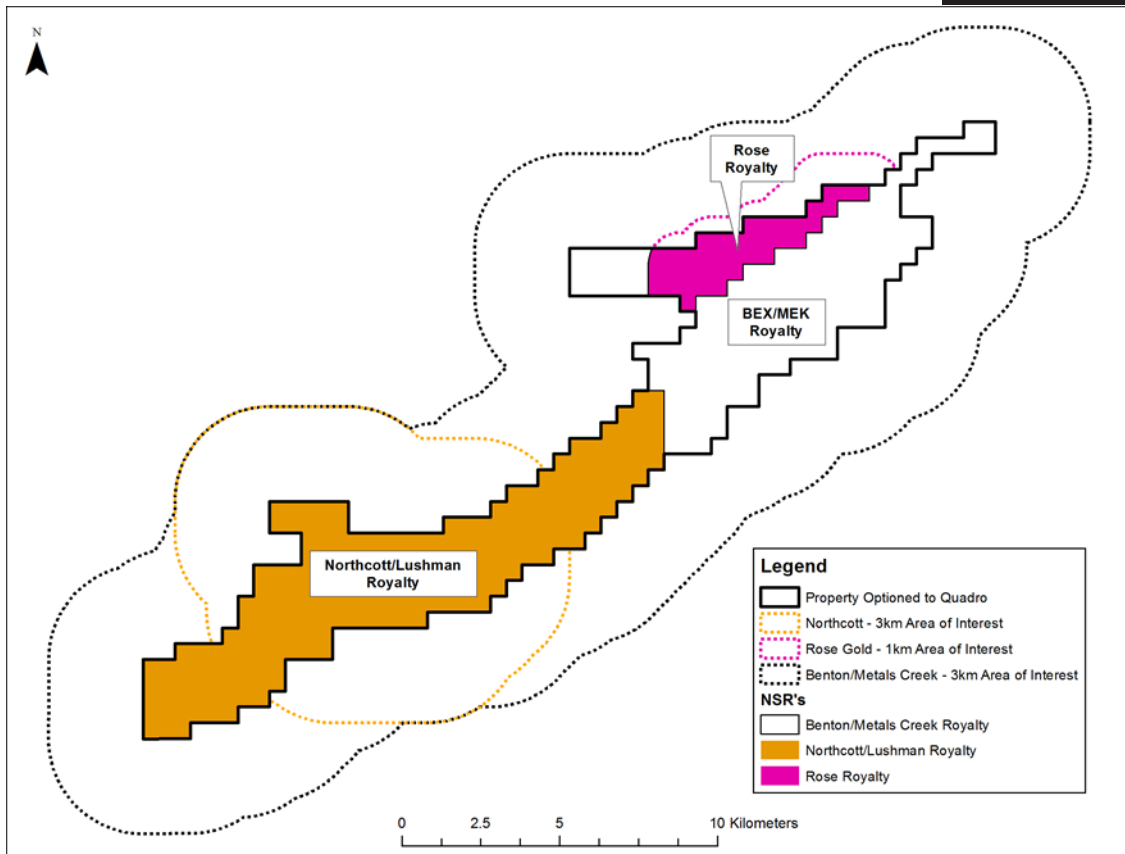
News Release

QUADRO RESOURCES LTD. ANNOUNCES MOVE TO NEX

QUADRO ANNOUNCES OPTION TO ACQUIRE STAGHORN PROPERTY, CONSOLIDATION, SHARES FOR DEBT AND \$1 MILLION FINANCING

Vancouver, B.C. June 7, 2017. Quadro Resources Ltd. ("Quadro" or the "Company") ("NEX QRO.H) is pleased to announce that it has entered into an agreement (the "Option Agreement") with Metals Creek Resources Corp. (TSXV: MEK) ("Metals Creek") and Benton Resources Inc. (TSXV: BEX) ("Benton") whereby Quadro will be provided with an option to acquire a 100% interest in Metals Creek's and Benton's Staghorn property, located in Newfoundland, and all rights to their newly optioned Rose Gold property (the Rose Gold property is contiguous with the northern border of the Staghorn property, and is further described in Metals Creek's press release of April 12, 2017) (collectively the "Option"). Under the terms of the Option Agreement, Quadro must complete a 2:1 share consolidation, settle certain outstanding debts and payables, complete no less than a \$1 million financing, and issue 4,000,000 common shares (post-consolidation) to each of Metals Creek and Benton. Quadro must also assume all of Metals Creek's and Benton's obligations under the Rose Gold property option, for which the optionor has agreed to accept common shares of Quadro in lieu of the 225,000 common shares of Metals Creek and 225,000 common shares of Benton (450,000 shares combined) originally negotiated.

The Option Agreement will be subject to a royalty to be granted in favor of Metals Creek and Benton (the "Metals Creek/Benton Royalty"), as well as existing royalties held by Ed Northcott and Gilbert Lushman (the "Northcott/Lushman Royalty"), and by Shawn Rose (the "Rose Royalty"), all as outlined below.



- The Metals Creek/Benton Royalty represents a 3km area of interest that is subject to a 3% NSR in favour of Metals Creek/Benton, 2% of which can be purchased at any time for \$2 million;
- The Northcott/Lushman Royalty represents a 3km area of interest that is subject to: (i) a 2% NSR in favour of Ed Northcott and Gilbert Lushman, 1% of which can be purchased at any time for \$1 million; and (ii) a 1% NSR in favour of Metals Creek/Benton; and
- The Rose Royalty together with a 1km area of interest is subject to: (i) a 2% NSR in favour of Shawn Rose, 1% of which can be purchased at any time for \$1 million; and (ii) a 1% NSR in favour of Metals Creek/Benton.

Pursuant to the terms of original option agreement on the Staghorn property, Benton was in process of earning an initial 60% interest in the Staghorn by paying Metals Creek \$50,000 (\$30,000 paid), issuing 500,000 shares of Benton (350,000 issued) and completing \$500,000 in work expenditures (fully expended) over a 3-year period. Benton and Metals Creek have agreed to dissolve this agreement in favour of completing the Quadro Option on a 50%-50% basis.

The Option is subject to Quadro completing a 2:1 share consolidation (the "Consolidation"), settling approximately \$250,000 of debt by the issuance of shares for debt (the "Debt Settlement") at \$0.10 per share (post Consolidation), and completing a financing to raise \$1 million (the "Financing"). The Financing will consist of: (i) up to \$250,000 of non-flow through units at a price of \$0.10 per unit (post Consolidation), each unit consisting of one common share and one warrant exercisable at \$0.15 for a term of eighteen months subject acceleration if the shares of Quadro trade at \$0.45 or greater for 10 consecutive trading days; and (ii) up to \$750,000 of flow through shares at \$0.10 per share (post Consolidation).

Barry Coughlan, President and CEO of Quadro "Management believes that the Staghorn and Rose Gold projects are among the most prospective properties in the region with excellent geology, multiple new gold zones and large land



holdings in a very active area where other explorers such as Marathon Gold Corp., Antler Gold Inc. and Torq Resources Inc. have completed extensive exploration efforts with tremendous early success".

Quadro must have a minimum of \$1 million cash on closing, net of all liabilities other than up to \$55,000 of payables to be settled in cash, as a condition precedent to the grant of the Option and must also settle the remainder of its debt pursuant to the Debt Settlement.

Closing of the proposed transactions is subject to the TSXV acceptance of a filing required to be made in respect of the Option, the Consolidation, the Debt Settlement and all other necessary regulatory approvals and acceptances, as well as the other conditions precedent.

ON BEHALF OF THE BOARD OF DIRECTORS

T. Barry Coughlan, CEO

"Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release." The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements." Forward-looking statements are subject to a variety of risks and uncertainties that could cause actual events or results to differ from those reflected in the forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections."

For more information on the Company, interested parties should review the Company's filings that are available at www.sedar.com.