

BC FORM 51-102F3

MATERIAL CHANGE REPORT

UNDER SUBSECTION 7.1(1) OF NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

EARNY RESOURCES LTD. (the "Issuer")
1575 Kamloops Street
Vancouver, British Columbia, V5K 3W1

Item 2 Date of Material Change

November 9, 2016

Item 3 News Release

Date of dissemination – November 9, 2016
Method of dissemination - SEDAR, Stockwatch, Market News Publishing Inc., Kitco

Item 4 Summary of Material Change

The Issuer announced that Mr. Ellis Martin has tendered his resignation as a director for personal reasons and will not stand for re-election at the Company's upcoming Annual General Meeting which is scheduled for December 1, 2016.

Item 5 Full Description of Material Change

See attached news release dated November 9, 2016.

Item 6 Reliance on Section 7.1(2) OR (3) OF National Instrument 51-102

The Company is not relying on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

There is no omitted information.

Item 8 Senior Officers

Navin Varshney, a director and the President/ CEO of the Company, is knowledgeable about the material change and this report. His business telephone no. is: (604 251-6320)

Item 9 Dated the 9th day of November, 2016.

"Navin Varshney"

Navin Varshney, President / CEO

Earny Resources Ltd.

NEWS RELEASE
November 9, 2016 Symbol:-TSX-V:ERN
Director Resignation

VANCOUVER, BC – Earny Resources Ltd. (“Earny” or the “Company”) (TSX-V: ERN) announces that Mr. Ellis Martin has tendered his resignation as a director for personal reasons and will not stand for re-election at the Company’s upcoming Annual General Meeting which is scheduled for December 1, 2016.

The Company thanks Mr. Martin for his service and wishes him well in the future.

On behalf of The Board of Directors of Earny Resources Ltd.

**Navin Varshney, P. Eng.
President/CEO**

This news release contains certain forward looking statements which involve known and unknown risks, delays, and uncertainties not under the control of Earny Resources Ltd., which may cause actual results, performance or achievements of to be materially different from the results, performance or expectation implied by these forward looking statements.

Neither 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 press release, which has been prepared by management

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