

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

Item 1. Name and Address of Reporting Issuer

Tarku Resources Ltd.
(the “**Company**” or “**TKU**”)
Ste 200, 16 – 11th Ave S
Cranbrook BC V1C 2P1

Item 2. Date of Material Change

May 19, 2016

Item 3. News Release

A News Release dated May 19, 2016 was disseminated via Stockwatch.

Item 4. Summary of Material Changes

A summary of the nature and substance of the material change is as follows:

Tarku Announces Management Restructuring

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Tarku Resources Ltd. (**TSX-V: TKU**) announces the resignation of Mr. Bernie Kennedy, President & CEO. Mr. Kennedy will remain as a director of the company. **On behalf of the Board:** Mr. Tim J. Termuende would like to thank Mr. Kennedy for his services and dedication to the company and he is pleased that he will continue with Tarku as a director in the best interest of the shareholders. Mr. Sylvain Laberge is appointed President & CEO and will join the board of directors at the next Annual General Meeting. Mr. Laberge’s knowledge of the province of Quebec and his experience with the mining sector and the market environment will bring added value to the shareholders of Tarku. **On behalf of the Board:** Mr. Tim J. Termuende welcomes Mr. Laberge to the team of Tarku. “Having worked with Sylvain in the past we considered his experience to be beneficial to the shareholders.”

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

For further information, please contact Glen Diduck at **(250) 420-7189**.

Item 9. Date of Report

May 25, 2016