

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

Item 1 Name and Address of Company

Walker River Resources Corp. (the “**Company**”)
Suite 820, 1130 West Pender Street
Vancouver, BC, Canada V6E 4A4

Item 2 Date of Material Change

November 5, 2018

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Stockwatch and Baystreet on November 5, 2018.

Item 4 Summary of Material Change

The Company announced it has arranged a non-brokered private placement of up to 14,000,000 units (the “**Units**”, and each a “**Unit**”) at a price of \$0.05 per Unit to raise aggregate proceeds of up to \$700,000 (the “**Private Placement**”). The Company has completed the first tranche of the Private Placement raising gross proceeds of \$185,500.00 from the issuance of an aggregate 3,710,000 Units. Each Unit shall consist of one common share (a “**Share**”) and one Share purchase warrant (the “**Warrant**”), whereby each Warrant shall be exercisable into one Share for a period of two (2) years from closing at a price of \$0.10 per Share.

The Company has paid \$4,760.00 cash in commissions on the first tranche of the private placement, and issued 95,200 non-transferable finders’ warrants, each entitling its holder to acquire one common share at \$0.10 for a two (2) period after closing of the Private Placement. Closing of the first tranche and the remainder of the Private Placement shall be subject to receipt of acceptance by the TSX Venture Exchange.

The Company also announced planning is underway for a reverse circulation drill program on the Company’s wholly-owned Lapon Canyon Gold Project (the “**Project**”). The drill program is based on the results from the previous work on the Project. Drilling will focus on infill and expansion of the Lapon Rose zone, including follow-up drilling at the new discovery in Hole RC 17-19. The drill program is scheduled to begin on or about November 19, 2018.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule “A” for a full description of the material change.

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

Michel David, CEO and Director
Telephone: 819-874-0030

Item 9 Date of Report

November 5, 2018

SCHEDULE "A"



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Trading Symbol: **WRR**

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NEWS RELEASE

WALKER ANNOUNCES PRIVATE PLACEMENT AND DRILL PROGRAM

Vancouver, B.C. November 5, 2018 - Walker River Resources Corp. ("Walker" or the "Company") (TSX-V: "**WRR**") announces it has arranged a non-brokered private placement of up to 14,000,000 units (the "**Units**", and each a "**Unit**") at a price of \$0.05 per Unit to raise aggregate proceeds of up to \$700,000 (the "**Private Placement**"). The Company has completed the first tranche of the Private Placement raising gross proceeds of \$185,500.00 from the issuance of an aggregate 3,710,000 Units.

Each Unit shall consist of one common share (a "**Share**") and one Share purchase warrant (the "**Warrant**"), whereby each Warrant shall be exercisable into one Share for a period of two (2) years from closing at a price of \$0.10 per Share.

An insider of the Company, Michel David, acquired 620,000 Units directly. The participation by an insider in the Private Placement is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("**MI 61-101**"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities being issued nor the consideration being paid exceeds 25% of Walker's market capitalization. The material change report in connection with the Private Placement was not filed 21 days in advance of the closing of the first tranche of the Private Placement for the purposes of Section 5.2(2) of MI 61-101 on the basis that the Subscription Agreement under the Private Placement was not available to the Company until shortly before closing.

Proceeds of the Private Placement will be used for work on the Company's mineral properties and general working capital.

The Company may pay finders' fees in respect of subscriptions from investors introduced by finders. Finders' fees shall be payable in cash and Warrants equal to 8% of the Units sold to investors introduced by finders. The Company has paid \$4760.00 cash in commissions on the first tranche of the private placement, and issued 95,200 non-transferable finders' warrants, each entitling its holder to acquire one common share at \$0.10 for a two (2) period after closing of the private placement.

All securities to be issued in connection with the Private Placement shall be subject to a four-month hold period in accordance with applicable securities legislation. Closing of the first tranche and the remainder of the Private Placement shall be subject to receipt of acceptance by the TSX Venture Exchange.

The securities offered have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, a U.S. Person (as defined in Regulation S under the

U.S. Securities Act) absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States or to, or for the account or benefit of, any U.S. Person, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Company also announces planning is underway for a reverse circulation (“**RC**”) drill program on the Company’s wholly-owned Lapon Canyon Gold Project (the “**Project**”). The drill program is based on the results from the previous work on the Project. Drilling will focus on infill and expansion of the Lapon Rose zone, including follow-up drilling at the new discovery in Hole RC 17-19 (18.6 g/t Au (uncut) over 6.1 metres), located 325 metres away and 200 metres higher than the last known gold mineralization.

The drill program is scheduled to begin on or about November 19, 2018.

About the Lapon Canyon Gold Project

Walker’s initial geological mapping and prospecting on the Project demonstrated the potential for the emplacement of significant gold mineralization. Previous drilling in 2015, 2016 and 2017 confirmed this potential.

The Lapon Canyon Gold Project is located approximately 60 kilometres southeast of Yerington, Nevada, and consists of 96 claims (1940 acres) easily accessible by secondary state roads. A state grid power transmission line passes within three kilometres of the Project. The Company owns 100% of the properties with a 2% NSR payable on 36 of the claims.

The Lapon Canyon Gold Project is cut by a series of steeply dipping cross fault structures cutting across the Walker trend, analogous to other cross fault structures responsible for many gold and base metal deposits in the world. These faults are heavily sheared and altered (sericite, iron oxides) with abundant silica, varying in width from 60 to 300 metres. Four of these structures have been discovered at Lapon, and at least two can be traced for over four kilometres.

Small scale high grade mining began on the project in 1914. Approximately 600 metres of drifts and raises were developed from two adits and a two-stamp mill was built. Further underground work was carried out, returning numerous assay values in the range of one ounce per ton, with a sample at the end of an adit returning 20.6 ounces per ton. (National Instrument 43-101, Montgomery and Barr, 2004). Additional work on the Project in the following years included the installation of a ball mill and milling facilities.

The scientific and technical content and interpretations contained in this news release have been reviewed, verified and approved by E. Gauthier, geol., Eng (OIQ) a director of the Company, a Qualified Person as defined by NI 43-101, Standards of Disclosure for Mineral Projects.

ON BEHALF OF THE BOARD OF DIRECTORS

“Michel David”

Michel David

Chief Executive Officer and Director

FOR FURTHER INFORMATION PLEASE CONTACT:

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