

FORM 51-102F3

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

Etruscus Resources Corp.  
604 – 850 West Hastings Street  
Vancouver, BC V6C 1E1

**Item 2: Date of Material Change**

June 25, 2021

**Item 3: News Release**

A news release was issued and disseminated on June 25, 2021 through Cission (CNW Group), Stockwatch and posted to Sedar.

**Item 4: Summary of Material Changes**

(The Company ") announces non-brokered private placement (the "**Private Placement**"), has increased the size of the Private Placement to up to \$2,700,000. The Private Placement consists of Flow-through Units ("**FT Units**") at a price of \$0.35 per FT Unit and Non Flow-through Units ("**NFT Units**") at a price of \$0.30 per NFT Unit. The Company announced the closing of a tranche of the Private Placement on June 9, 2021 for gross proceeds of \$1,000,025. Final amounts raised and number of units issued will be disclosed at the time of closing, which is expected to be on or about June 30, 2021.

**Item 5: Full Description of Material Change**

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

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

For further information, please contact:

Gordon Lam, President  
Telephone: (604) 336-9088

**Item 9: Date of Report**

June 25, 2021

# ETRUSCUS INCREASES PRIVATE PLACEMENT TO \$2.7 MILLION

June 25, 2021

**Vancouver, BC: Etruscus Resources Corp. (CSE: ETR) (OTC: ETRUF) (FSE: ERR)** (the "Company" or "Etruscus"), a Vancouver-based exploration company, is pleased to announce that due to significant market demand for its previously announced non-brokered private placement (the "**Private Placement**"), the Company has increased the size of the Private Placement to up to \$2,700,000. The Private Placement consists of Flow-through Units ("**FT Units**") at a price of \$0.35 per FT Unit and Non Flow-through Units ("**NFT Units**") at a price of \$0.30 per NFT Unit. The Company announced the closing of a tranche of the Private Placement on June 9, 2021 for gross proceeds of \$1,000,025. Final amounts raised and number of units issued will be disclosed at the time of closing, which is expected to be on or about June 30, 2021.

As described in the Company's news release dated April 26, 2021, the flow-through funds will be used for continued exploration of the Company's Rock & Roll and Sugar Properties. Non-flow-through funds will be used for both exploration and general working capital.

Each non-flow-through unit consists of one common share and one-half ( $\frac{1}{2}$ ) of a share purchase warrant with each whole warrant exercisable into one additional common share at a price of \$0.40 per share for a 2-year period.

Each flow-through unit consists of one flow-through common share and one-half ( $\frac{1}{2}$ ) of one non-flow-through share purchase warrant with each whole warrant exercisable into one additional common share at a price of \$0.45 per share for a 2-year period.

All shares issued under the private placement will be subject to a hold period of four months and one day from the date of issuance. Finders' fees may be paid in accordance with securities regulations.

The flow-through shares will qualify as "flow-through shares" for the purposes of the Income Tax Act (Canada) (the "Act"). The Proceeds of the flow-through private placement will be used to incur "Canadian exploration expense" (within the meaning of the Act). The Company will renounce these expenses to the purchasers with an effective date of no later than December 31, 2021, and as required under the Act.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

## About Etruscus

Etruscus Resources Corp. is a Vancouver-based exploration company focused on the development of its 100%-owned Rock & Roll and Sugar properties comprising 27,880 hectares near the past producing Snip mine in Northwest B.C.'s prolific Golden Triangle.

Etruscus is traded under the symbol "ETR" on the Canadian Securities Exchange, "ETRUF" on the OTC and "ERR" on the Frankfurt Stock Exchange and has 31,601,284 common shares issued and outstanding.

### Investor Relations Contact

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### Company Contact

Gordon Lam, CEO

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## CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Press Release may contain statements which constitute 'forward-looking' statements, including statements regarding the plans, intentions, beliefs and current expectations of the Company, its directors, or its officers with respect to the future business activities and operating performance of the Company. The words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company, or its management, are intended to identify such forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future business activities or performance and involve risks and uncertainties, and that the Company's future business activities may differ materially from those in the forward-looking statements as a result of various factors. Such risks, uncertainties and factors are described in the periodic filings with the Canadian securities regulatory authorities, including quarterly and annual Management's Discussion and Analysis, which may be viewed on SEDAR at [www.sedar.com](http://www.sedar.com). Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as intended, planned, anticipated, believed, estimated or expected. The Company does not intend, and does not assume any obligation, to update these forward-looking statements.

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.