

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

September 21, 2020

Item 3: News Release

A news release was issued and disseminated on September 21, 2020 through Cission (CNW Group), Stockwatch and posted to Sedar.

Item 4: Summary of Material Changes

The Company is pleased to announce that it has retained the services of Conduit Capital Advisors (“Conduit”) to provide investor relations services, including increasing awareness of its Rock & Roll and Sugar properties located in the Eskay Camp of Northwest B.C.’s prolific Golden Triangle.

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

September 21, 2020

ETRUSCUS ENGAGES CONDUIT CAPITAL ADVISORS

Vancouver, BC: Etruscus Resources Corp. (CSE: ETR) (FSE: ERR) (the “Company” or “Etruscus”) is pleased to announce that it has retained the services of Conduit Capital Advisors (“Conduit”) to provide investor relations services, including increasing awareness of its Rock & Roll and Sugar properties located in the Eskay Camp of Northwest B.C.’s prolific Golden Triangle.

Conduit is an investor relations and corporate advisory business founded by Derek Wood. Mr. Wood has been involved in the Canadian Securities Industry for decades and has an established network of professional and retail market participants with an interest in small cap opportunities. Conduit will initiate contact with its network of market participants, as well as current stakeholders, and other members of the financial community to introduce Etruscus as a compelling investment opportunity and keep them apprised of ongoing company developments.

Derek Wood commented, “We are extremely happy to be working with Etruscus. Conduit only works with companies after conducting an extensive due diligence process. Conduit must believe amongst other things, that potential risks are justified given the opportunity for substantial wealth creation if successful, and that management interest are closely aligned with investors.

Gordon Lam, Etruscus CEO, commented, “Conduit has a remarkable track record of success in creating awareness and shareholder value of undervalued companies. Their impressive ability to brand companies to effectively engage with the investment community is invaluable as Etruscus advances towards the next stage of its growth.”

Subject to the approval of the Canadian Securities Exchange (CSE), the agreement is for a term of 12 months where Etruscus will compensate Conduit \$5,000 per month and grant performance-based stock options under the Company’s Stock Option Plan (the “Plan”) which contain minimum vesting requirements.

The Company also grants 475,000 stock options under the Plan to directors, officers and consultants at an exercise price of \$0.36 per share, for a period of five years.

The Company also announces that it has retained Lakeshore Securities Inc. (“Lakeshore Securities”) to provide market making services to the Company in compliance with the policies and guidelines of the CSE and other applicable legislation. Lakeshore Securities will trade shares of Etruscus on the CSE with the objective of maintaining a reasonable market and improving the liquidity of its common shares. There are no performance factors contained in the agreement and Lakeshore Securities will not receive shares or options as compensation.

About Conduit Capital Advisors

Conduit provides investor awareness to **undervalued, underappreciated public venture companies** or private companies with a goal to become public.

Conduit only works with opportunities that it believes are **likely to create substantial new wealth** for all stakeholders.

Conduit will utilize its **vast experience and network** within the investment industry to **help investors understand** both the current, and future potential for the companies it represents.

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 and "ERR" on the Frankfurt Stock Exchange and has 26,608,056 common shares issued and outstanding.

Investor Relations Contact

Derek Wood

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Company Contact

Gordon Lam, CEO

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CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. All statements other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding future financial position, business strategy, use of proceeds, corporate vision, proposed acquisitions, partnerships, joint-ventures and strategic alliances and co-operations, budgets, cost and plans and objectives of or involving the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company including, but not limited to, the impact of general economic conditions, industry conditions and dependence upon regulatory approvals. Certain material assumptions regarding such forward-looking statements may be discussed in this news release and the Company's annual and quarterly management's discussion and analysis filed at www.sedar.com. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by securities laws.

No securities regulatory authority has either approved or disapproved of the contents of this news release. The Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States, or to or for the account or benefit of any person in the United States, absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any common shares in the United States, or in any other jurisdiction in which such offer, solicitation or sale would be unlawful. We seek safe harbour.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this news release.

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