

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

**Item 1. Name and Address of Company**

AURCREST GOLD INC. (the “Company” or “AurCrest”)  
Suite 3600  
22 Adelaide Street West  
Toronto, ON M5J 4E3

**Item 2. Date of Material Change**

The material changes took place on March 3, 2017.

**Item 3. News Release**

The News Releases as filed on SEDAR were disseminated on March 3, 2017 through Marketwired.

**Item 4. Summary of Material Change**

AurCrest announced that Chris Angecone, Executive Vice President and Director, had accepted the role of President and Chief Executive Officer of the Company. This role, effective immediately, represents a culmination of the Company’s long-standing Management and Board policy toward growing a positive and progressive cultural relationship between the mineral exploration and development industry and Aboriginal communities and governments.

In addition, the Company announced that, further to its press release of February 27, 2017, the Company had closed the first tranche of its brokered private placement (the “**Offering**”) with the sale of 1,000,000 working capital units (the “**WC Units**”) of the Company at a price of \$0.05 per WC Unit for gross proceeds of \$50,000. A cash commission of \$4,500 and 100,000 broker warrants were paid to IBK Capital Corp. with respect to the closing of the first tranche of the Offering. The securities issued are subject to a hold period expiring on July 4, 2017.

The Company will leave the remainder of the Offering of up to 4,000,000 WC Units open until March 30, 2017.

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

Christopher Clayton James Angecone, a member of the Lac Seul First Nation in the Grand Council Treaty #3 area of Northwestern Ontario, possesses a strong understanding of the interrelated issues facing many First Nations, of the requirements of many of the agencies involved with Aboriginal affairs, and of the practical implementation of the Crown’s duty to consult and accommodate. Chris will now be setting the direction of the Company, focusing on exploration and expansion of Company holdings as an active participant to the socioeconomic development of our neighbouring Aboriginal communities. Chris will also continue to serve as President of Wiigwaasaatig Energy Inc., the renewable energy subsidiary

of the Company tasked with partnering with local First Nations to develop the infrastructure necessary to sustain mineral industry activities.

Outgoing President and CEO, Ian Brodie-Brown, will continue to be an active participant on the Company's Board, taking on the role of Director of Business Development.

Each WC Unit consists of one (1) common share of the Company priced at \$0.05 per common share and one (1) common share purchase warrant (each a "**WC Warrant**"), with each WC Warrant entitling the holder to acquire one (1) common share until five (5) years from the closing of the Offering at a price of \$0.05.

Each broker warrant entitles the holder to acquire a WC Unit for five (5) years from Closing at a price of \$0.05 per Broker Warrant.

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

Confidentiality is not requested.

**Item 7. Omitted Information**

No information has been omitted in respect of the material change.

**Item 8. Executive Officer**

Christopher Angecone  
(807) 737-5353  
email: christopherangecone@gmail.com

**Item 9. Date of Report**

March 9, 2017

