51-102F3
Material Change Report

Item 1 **Name and Address of Company**

Gold Bullion Development Corp. (the "Company" or "Gold Bullion")
2875 Ave Granada
Rouyn-Noranda, Quebec
J9Y 1J1

Item 2 **Date of Material Change**

June 17, 2015

Item 3 **News Release**

News release was disseminated on June 17, 2015 through the services of Stockwatch.

Item 4 **Summary of Material Change**

Gold Bullion announces a proposed consolidation of the Company's issued and outstanding common shares on the basis of every eight (8) pre-consolidated common shares for every one (1) post-consolidated common share.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

The Company announces that its Board of Directors has approved a consolidation of the Company's issued and outstanding common shares on the basis of every eight (8) pre-consolidated common shares for every one (1) post-consolidated common share. Pursuant to the *Business Corporations Act (British Columbia)* and the Company's articles the Board of Directors is authorized to approve certain changes to the Company's capital structure, including the consolidation, as such, shareholder approval is not required.

As at the date of this news release, the Company has 308,890,591 common shares issued and outstanding. Upon consolidation the Company will have approximately 38,611,324 common shares issued and outstanding. The exact number of post-consolidated common shares will vary depending on the treatment of fractional shares which will occur when each shareholder's holdings in the Company are consolidated. No fractional shares will be issued in connection with the consolidation, and no cash will be paid in lieu of fractional post-consolidated common shares. If, as a result of the consolidation, a shareholder becomes entitled to a fractional share, such fractional share will be rounded up to the nearest whole number if 0.5 or greater and down to the nearest whole number if less than 0.5.

The Company's outstanding options and warrants will also be adjusted on the same basis as the common shares with proportionate adjustments being made to exercise prices.

A Letter of Transmittal will be mailed to shareholders of the Company advising that: (i) the consolidation has taken effect; and (ii) shareholders surrender their existing share certificates (representing pre-consolidated common shares) for replacement share certificates (representing post-consolidated common shares).

The Board of Directors believes that the proposed share consolidation will better position the Company to complete additional equity financings, particularly given the present difficult market conditions for junior exploration companies, and that a consolidation of shares will markedly improve the Company's ability to grow and raise capital.

The consolidation is subject to approval by the TSX Venture Exchange. The Company does not intend to change its name or current trading symbol in connection with the proposed share consolidation.

The effective date of the consolidation will be disclosed in a subsequent news release. Notwithstanding the foregoing, the Board of Directors may, at its discretion, determine not to effect the consolidation.

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

Frank Basa
President and Chief Executive Officer
Gold Bullion Development Corp.
Tel: 819-797-4144 / Fax: 819-762-2306

Item 9 Date of Report

June 23, 2015