

Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

MacDonald Mines Exploration Ltd. (“Macdonald Mines” or the “Issuer”)
Suite 520 – 141 Adelaide Street West
Toronto, ON M5H 3L5

2. Date of Material Change

December 27, 2012

3. News Release

A news release was disseminated on December 27, 2012 through Marketwire and was filed on SEDAR with the British Columbia, Alberta, Saskatchewan, Ontario, Québec, New Brunswick, Nova Scotia, and Newfoundland and Labrador securities commissions and the TSX Venture Exchange (“TSXV”).

4. Summary of Material Change

On December 27, 2012, MacDonald Mines closed its non-broker private placement raising gross proceeds of approximately \$750,000.

5. Full Description of Material Change

MacDonald Mines closed an additional non-brokered private placement offering of securities (the “Offering”) raising gross proceeds of approximately \$750,000 through the sale of flow-through units (the “FT Units”). The offering price (“Offering Price”) was \$0.075 per FT Unit.

Each FT Unit consisted of one flow-through common share of the Issuer and one-half of one common share purchase warrant (the “Warrants”). Each whole Warrant entitles its holder to purchase one non-flow-through common share at a price of \$0.15 per share for a period of eighteen months from the date of issue of the FT Unit.

In connection with the Offering, the Issuer paid finders’ fees of 8.0% of the gross proceeds raised to Marquest Capital Markets.

The net proceeds of the sale of FT Units will be used to fund exploration programs on its Ontario properties. The next exploration program consisting of approximately 3,000 meters of drilling is scheduled for January 2013 on the Issuer’s Butler property.

All securities to be issued in connection with the Offering are subject to a hold period of four month and one day from the date of issuance. Closing of the Offering is conditional on the receipt of all required regulatory approvals, including the approval of the TSXV.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

For further information, please contact the Issuer at (416) 364-4986.

9. Date of Report

DATED the 4th day of January, 2013.