Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

MacDonald Mines Exploration Ltd. (the “Issuer”)
1001-145 Wellington Street West
Toronto, Ontario
M5J 1H8

2. Date of Material Change

March 29, 2017

3. News Release

A news release was disseminated on March 30, 2017 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

The Issuer announced that it had signed a binding letter of intent (“LOI”) with Noble Mineral Exploration Inc. (“Noble”) to acquire all of Noble’s interest in the Holdsworth property (the “Property”), located 25 kilometres northeast of Wawa, Ontario.

5. Full Description of Material Change

The Issuer announced that it had signed the LOI with Noble to acquire a 100% interest in the Holdsworth property. Pursuant to the LOI, which is to be replaced with a definitive agreement (the “Definitive Agreement”) containing industry standard terms and provisions, the Issuer agreed to issue 5,500,000 units (the “Units”) to Noble in order to acquire the Property. Each Unit will consist of one Class A common share and one non-transferable Class A common share purchase warrant exercisable at a price of $0.30 per share for a period of three years from the date of issuance. The Issuer will grant to Noble a 1.5% net smelter return royalty (the “NSR”) on the Property and will have the right to re-purchase one half of the NSR for $500,000 at any time. Further, the Issuer will pay to Noble the equivalent of 5,000 ounces of gold equivalent to Noble conditional upon the Issuer extracting, refining and selling a minimum of 50,000 ounces of gold from the oxide sands portion of the Property.

The Issuer had previously entered into an option and joint venture agreement (“Option Agreement”) with Noble effective December 7, 2016 pursuant to which the Issuer had the option to earn a 51% interest in the Property. The Definitive Agreement will supersede the Option Agreement, and upon closing of the acquisition of the Property, the Issuer will own 100% of the Property, subject to the NSR.

The issuance of the Units to Noble is subject to the approval of the TSX Venture Exchange. All securities issued in connection with acquisition of the Property are subject to a four month hold period.

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 Quentin Yarie, President & CEO of the Issuer, at (416) 364-4986.

9. Date of Report

DATED the 10th day of April, 2017.