

Form 51-102F3
Material Change Report
Under Subsection 7.1(1) of National Instrument 51-102

Item 1 Reporting Issuer

Majestic Gold Corp.
502 – 535 Thurlow Street
Vancouver, BC V6C 3L2
(the “Company”)

Item 2 Date of Material Change

October 29, 2013

Item 3 News Release

A news release was issued on October 29, 2013 through Marketwire.

Item 4 Summary of Material Change

is pleased to announce that it has appointed two new directors to sit as independent directors, Dusan Berka and Martin Wood.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Vancouver, British Columbia - Majestic Gold Corp. (TSX.V: MJS, FSE: A0BK1D) (“Majestic” or the “Company”) is pleased to announce that it has appointed two new directors to sit as independent directors, Dusan Berka and Martin Wood.

Mr. Berka is a professional engineer with over 30 years of experience serving as a director and senior officer of public companies traded on the Toronto Stock Exchange, the TSX Venture Exchange, NASDAQ and Deutsche Boerse. He has extensive experience in corporate governance, regulatory compliance and administration of public companies, corporate finance and marketing. Mr. Berka is currently a director and Chief Executive Officer of Megastar Development Corp., a TSX Venture Exchange listed company and also serves as director of four other TSX Venture Exchange listed companies. Mr. Berka has, in addition, been appointed Chairman of the Board. He replaces Mr. Gengshu Miao, who has been appointed Honorary Chairman of the Company.

Mr. Wood is the managing director of Vicarage Capital Ltd., a full service brokerage firm registered with the Financial Services Authority of the United Kingdom, offering assistance to resource companies on financial structuring and corporate development as well as debt and equity financings, asset valuations and M&A execution. Mr. Wood serves as director of two other TSX Venture Exchange listed companies.

Mr. Berka and Mr. Wood have also been appointed to sit as independents on the Company’s Audit Committee, Compensation Committee, Corporate Governance Committee and Nominating Committee, and will be management nominees for election to the Board at the Company’s upcoming Annual General Meeting, scheduled for November 21, 2013.

Also at the AGM, shareholders will be asked to consider alterations to the Company's Articles to include so-called "Advance Notice Provisions" and "Notice and Access Provisions", and to adopt a new set of Articles including those provisions. The Company's Information Circular for the AGM contains a description of the proposed alterations and is posted under the Company's profile on SEDAR at www.sedar.com. Pending a vote on the alteration of the Articles at the AGM, the Board has adopted an Advance Notice Policy (the "Policy") with a view towards providing shareholders, directors and management of the Corporation with a fair and transparent procedure for nominating directors at the upcoming AGM. The Policy establishes November 4, 2013 as the deadline by which any shareholder desiring to nominate any person for election as a director at the AGM must submit such nomination, and stipulates the information that such holder(s) must include with such nominations in order for any director nominee to be eligible for election at the Meeting. The Policy will remain in force only until the conclusion of the AGM. If the Advance Notice Provisions are adopted at the Meeting, the Articles will be amended accordingly and all future nominations will be subject to the Advance Notice Provisions. If the Advance Notice Provisions are not adopted at the Meeting, the Corporation will thereafter have no advance notice policy. A copy of the Policy is also posted under the Company's profile on SEDAR.

About Majestic Gold

Majestic Gold Corp. is a Vancouver, BC based company engaged in commercial gold production at the Song Jiagou gold mine in Yantai, China. It continues to seek out other projects to add value to the Company. Additional information on the Company and its project is available at www.sedar.com and on the Company's website at www.majesticgold.net.

5.2 Disclosure for Restructuring Transactions

Not Applicable

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This report is not being filed on a confidential basis

Item 7 Omitted Information

No information has been intentionally omitted from this form.

Item 8 Senior Officers

For further information, contact Rod Husband, President of the Company at 604-681-4653.

Item 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, on October 29, 2013.

Majestic Gold Corp.

By: "Rod Husband"
Rod Husband, President and CEO