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

Item 1 **Reporting Issuer**

Majestic Gold Corp.
306 – 1688 152nd Street
Surrey, BC, V4A 4N2
(the "Company")

Item 2 **Date of Material Change**

May 30, 2016

Item 3 **News Release**

A news release was issued on May 30, 2016 through FSC Wire.

Item 4 **Summary of Material Change**

Majestic Gold Corp. ("Majestic" or the "Company") (TSX.V: MJS, FSE: A0BK1D) reports its financial and operational results for the second quarter ended March 31, 2016. This release should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and associated management discussion and analysis for the same period that are available on SEDAR (www.sedar.com) and www.majesticgold.com. The following financial results are expressed in US dollars unless otherwise stated.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

MAJESTIC GOLD CORP. REPORTS SECOND QUARTER 2016 RESULTS

Vancouver, British Columbia – May 30, 2016 - Majestic Gold Corp. ("Majestic" or the "Company") (TSX.V: MJS, FSE: A0BK1D) reports its financial and operational results for the second quarter ended March 31, 2016. This release should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and associated management discussion and analysis for the same period that are available on SEDAR (www.sedar.com) and www.majesticgold.com. The following financial results are expressed in US dollars unless otherwise stated.

2016 Second Quarter Overview

- Gold production from the Songjiagou Gold Mine was 5,498 ounces for the second quarter of 2016, compared to 4,807 ounces produced in the second quarter of 2015;
- Tonnes milled for the quarter ended March 31, 2016, were 442,331 tonnes with an average head grade of 0.44 g/t, compared to 364,232 tonnes milled, with an average head grade of 0.42 g/t, for the comparative quarter of 2015;
- Gold sales revenue was $10.3 million for quarter ended March 31, 2016, from the sale of 9,259 ounces, at an average realized gold price of $1,115 per ounce, compared to gold sales revenue of $5.9 million from the sale of 4,501 ounces, at an average realized gold price of $1,309 per ounce, for the comparative quarter of 2015;
- For the second quarter ended March 31, 2016, cash costs were $1,004 per ounce, production costs were $1,076 per ounce and all-in sustaining costs were $1,188 per ounce compared to cash costs of $1,135 per ounce, production costs of $1,256 per ounce and all-in sustaining costs of $1,304 per ounce for the comparative quarter of 2015;
- General and administrative ("G&A") expenses were $630,546 for second quarter of 2016 (2015 Q2 -694,763);

- On January 21, 2016 the Company announced it had filed an amended technical report titled "Independent Technical Report of Songjiagou Project, Shandong Province, The People's Republic of China" dated January 19, 2016 as prepared by SRK Consulting (China) Ltd.; and
- On January 28, 2016, the Company granted 27,700,000 stock options at an exercise price of CAD$0.12 exercisable for a term of five years under normal vesting terms.

PRODUCTION RESULTS

	Three months ended March 31,		Six months ended March 31,	
	2016	2015	2016	2015
Production data				
Tonnes mined	377,867	384,945	918,472	819,037
Tonnes milled	442,331	364,232	860,881	795,918
Head grade (g/t)	0..44	0.42	0.51	0.42
Mill recovery	89%	88%	90%	88%
Gold produced (ozs)	5,498	4,807	12,711	9,871
Gold realized, net of smelting fees (ozs)	5,207	4,476	12,183	9,271

FINANCIAL INFORMATION

	Three months ended March 31,		Six months ended March 31,	
	2016	2015	2016	2015
Operating data				
Gold produced (ozs)	5,498	4,807	12,711	9,871
Gold realized net of smelting fees (ozs)	5,207	4,476	12,183	9,271
Gold sold (ozs)	9,259	4,501	12,796	9,967
Average realized gold price ($/oz sold)	$ 1,115	$ 1,309	$ 1,148	$ 1,269
Total cash costs ($/oz sold) (1)	1,004	1,135	1,012	1,136
Total production costs ($/oz sold) (1)	1,076	1,256	1,133	1,255
All-in sustaining costs ($/oz sold) (1)	1,188	1,304	1,197	1,283
Financial data				
Total revenues	$ 10,434,943	$ 5,889,843	$ 14,879,403	$ 12,652,735
Gross profit (2)	475,669	235,283	379,491	142,912
Net loss attributable to shareholders	(1,454,033)	(544,256)	(2,003,032)	(1,468,444)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)
			March 31, 2016	September 30, 2016
Cash and cash equivalents	9,899,586	9,899,586	9,899,586	9,899,586
Total assets	96,367,547	96,367,547	96,367,547	96,367,547
Total debt	23,884,663	23,884,663	23,884,663	23,884,663

(1) See “Additional Non-IFRS Financial Measures” in the Company’s MD&A.
(2) “Gross profit” represents total revenues, net of cost of goods sold.

Stephen Kenwood, President and CEO of Majestic Gold Corp., is the Company’s Qualified Person as defined by National Instrument 43-101 and is the non-independent Qualified Person that has reviewed and approved the technical information contained in this news release.

About Majestic Gold

Currently focused solely in China, Majestic Gold Corp. is a British Columbia based company engaged in commercial gold production at the Songjiagou Gold Mine in eastern Shandong Province, China. Additional information on the Company and its projects is available at www.sedar.com and on the Company's website at www.majesticgold.com.

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 James Mackie, Chief Financial Officer & Corporate Secretary of the Company at 604-560-9060.

Item 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Surrey, British Columbia, on May 30 2016.

Majestic Gold Corp.

By: *"James Mackie"*
James Mackie,
CFO and Corporate Secretary