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

Item 1 **Reporting Issuer**

Goldstrike Resources Ltd.
1300 – 1111 West Georgia Street
Vancouver, BC V6E 4M3
("Goldstrike")

Item 2 **Date of Material Change**

December 22, 2015

Item 3 **News Release**

A news release was issued on December 22, 2015 through Marketwire.

Item 4 **Summary of Material Change**

Goldstrike and Petro One Energy Corp. ("Petro One") announced on November 12, 2015 that they had entered into an agreement (the "Letter Agreement") providing for the acquisition by Goldstrike of all issued and outstanding shares of Petro One, to be carried out by way of a statutory arrangement involving Goldstrike, Petro One and the shareholders of Petro One (the "Arrangement").

The Companies are now pleased to report that Goldstrike has received notice from the TSX Venture Exchange (the "TSXV") that the proposed Arrangement has been conditionally accepted by the TSXV.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

Goldstrike and Petro One Energy Corp. ("Petro One") announced on November 12, 2015 that they had entered into an agreement (the "Letter Agreement") providing for the acquisition by Goldstrike of all issued and outstanding shares of Petro One, to be carried out by way of a statutory arrangement involving Goldstrike, Petro One and the shareholders of Petro One (the "Arrangement").

The Companies are now pleased to report that Goldstrike has received notice from the TSX Venture Exchange (the "TSXV") that the proposed Arrangement has been conditionally accepted by the TSXV.

The Companies are also pleased to report that they have entered into the definitive agreement for the Arrangement contemplated by the Letter Agreement. Accordingly, Petro One has set February 4, 2015 as the date for a special general meeting of its shareholders to be held to vote on the Arrangement and intends to apply to the Supreme Court of British Columbia for a Final Order approving the Arrangement as soon as practicable after receiving such approval. Notice of the anticipated date for a hearing of Petro One's application for such an Order, expected to be set for the week of February 8, 2016, will be included in the proxy materials for the meeting.

The Companies are also pleased to report that Goldstrike has completed its purchase of three separate 3% net smelter returns royalties on the Lucky Strike property and a 3% net smelter returns royalty on the nearby BRC property (the "Royalties") announced on December 3, 2015. The Arrangement Agreement includes a provision for the acquisition by Goldstrike of Petro One's 30% interest in the Lucky Strike property, located in the White Gold District of Yukon, approximately fifteen kilometers east of Kinross's Golden Saddle deposit. Accordingly, on completion of the Arrangement, Goldstrike will hold a 100% ownership interest in each of the Lucky Strike and BRC properties, free and clear of all royalty interests.

Goldstrike issued 75,000 shares and 75,000 warrants as consideration for the Royalties. Each warrant is exercisable to purchase one additional share for $0.10 until November 27, 2017. The shares and any shares issued on exercise of the warrants are subject to a hold period until April 11, 2016. Goldstrike is currently focused on its flagship Plateau project, but has obtained increasingly promising results from short exploration programs carried out at Lucky Strike over the past two summers.

The Companies are also pleased to report that it has received the consent of the TSXV regarding two other aspects of the Arrangement. As announced on November 12, 2015, the Arrangement includes provisions for the repricing of certain Goldstrike and Petro One share purchase warrants, and for extensions of the expiry dates of warrants which would otherwise expire before October 7, 2016 (and which have current exercise terms less than five years in length) to October 7, 2016. In that regard, Petro One has obtained the consent of the TSXV to extend the time for exercise of 2,220,001 warrants issued on December 22, 2011, which would otherwise expire on December 22, 2015, to October 7, 2016. Each of those warrants will remain exercisable to purchase one Petro One share for $0.80 until the Arrangement is completed, when the exercise price will be reduced to $0.15. Similarly, Goldstrike has obtained the consent of the TSXV to reprice outstanding stock options as provided for in the Arrangement Agreement, subject to disinterested shareholder approval to be sought at Goldstrike's 2015 Annual General Meeting on December 22, 2015. It is anticipated that the other extensions and re-pricings contemplated as part of the Arrangement will not require separate consents or approvals.

The Arrangement remains subject to final TSXV acceptance, which will be subject to filing of additional required materials, including the Arrangement Agreement, a geological report, evidence of Petro One shareholder approval and evidence of Court approval. The Arrangement Agreement differs from the Letter Agreement in two respects. First, the prohibition on Goldstrike carrying out a flow-through financing has been removed, which will permit Goldstrike to raise additional funds to finance its 2016 exploration program. Second, the exercise term of the warrants to be issued as consideration for Petro One's 30% interest in the Lucky Strike property has been extended from three years to five years.

About Goldstrike

Commencing in 2011, Goldstrike systematically explored thirty-three prospects in Yukon, ultimately leading to the discovery of its flagship "Plateau" property. Goldstrike has invested a total in excess of $18,500,000 in its Yukon projects to date, including over $5,700,000 in the Plateau project and an additional $2,500,000 in the Lucky Strike project.

The Plateau South property is 100% owned by Goldstrike and covers a district scale gold-mineralized system known as the Yellow Giant Trend. Multiple high grade gold showings (rock grab samples up to 18.66 ounces per ton) have been exposed along the Hess River valley over a strike length of more than 25 kilometres and a vertical extent of more than 1,000 metres, and significant drill results have been obtained in multiple holes (best intersection to date 13.25 grams per tonne gold over 17.5 metres in the Goldstack Zone, including 35.88 grams per tonne gold over 5.7 metres) (News Release October 30, 2012). Fifty per cent of the holes drilled in 2015 intersected grains of native gold in the core. The gold is coarse, and appears to be free milling.

In recognition of the significance of this discovery, Goldstrike was invited to give a technical presentation at the Yukon Geoscience Forum (November 14-19, 2015), and has been invited to display its Plateau drill core at the Cordilleran Roundup (January 26-28, 2016), as well as the Prospectors and Developers Association (PDAC) conference (March 6-9, 2016).

Further information and maps on the Plateau and Lucky Strike projects can be found at www.goldstrikeresources.com.

About Petro One

Petro One owns petroleum and natural gas resources in western Canada and a 30% interest in the Lucky Strike property. As of April 30, 2015, McDaniel and Associates Consultants Ltd. assigned Petro One property gross proved and probable reserves of 113,900 barrels of light /medium oil, including 17,000 barrels of proved developed producing reserves, 9,500 barrels of probable developed producing reserves, and 87,500 barrels of probable undeveloped reserves. That report is available for review under the Company's profile on SEDAR at www.sedar.com. As noted in the joint news release issued on November 12, 2015, Petro One's oil and gas operations have been suspended until oil prices improve and Petro One's interest in the Lucky Strike Property will be transferred to Goldstrike on completion of the Arrangement.

Trevor J. Bremner, P. Geo., Chief Consulting Geologist and Goldstrike Board Member, is a qualified person (as defined by National Instrument 43-101) for Goldstrike's Yukon exploration projects and has supervised the preparation of, and reviewed and approved, the technical information in this release.

ON BEHALF OF THE BOARD	**ON BEHALF OF THE BOARD**
PETRO ONE ENERGY CORP.	**GOLDSTRIKE RESOURCES LTD.**
"Peter Bryant" President & Director	*"Terrence E. King"* President & Director

For further information, please visit the companies' websites, follow the companies's tweets or contact the Jeff Stuart of King James Capital Corporation, handling Investor Relations for the Company, by telephone at (604) 805 0375 or by email at jstuart@kingjamescapital.com.

PETRO ONE ENERGY CORP.
Telephone: 604 566 9089
Facsimile: 604 564 8003
IR: 604 805 0375
PetroOneEnergy.com
Twitter.com/PetroOneEnergy

GOLDSTRIKE RESOURCES LTD.
Telephone: 604 681 1820
Facsimile: 604 681 1864
IR: 604 805 0375
GoldStrikeResources.com
Twitter.com/GoldstrikeRes

Forward-Looking Statements

Certain statements contained herein constitute forward-looking statements or information (collectively "forward-looking statements") within the meaning of applicable securities legislation, including, but not limited to management's assessment of future plans and operations, including: drilling plans and potential locations; expected production levels; development plans; reserves growth; production and operating sales and expenses; reservoir characteristics; the results of applying certain operational development techniques; certain economic factors; and capital expenditures.

Forward looking statements are typically identified by words such as "anticipate", "estimate", "expect", "forecast", "may", "will", "project" and similar words suggesting future events or performance or may be identified by reference to a future date. In addition, statements relating to oil and gas reserves and resources are deemed to be forward-looking *statements as they involve the implied assessment, based on certain estimates and assumptions, that the reserves or resources described, as the case may be, exist in the quantities predicted or estimated and can be profitably produced in the future. With respect to forward looking statements herein, the Company has made assumptions regarding, among other things; future capital expenditure levels; future oil and natural gas prices; ability to obtain equipment and services in a timely manner to carry out development activities; ability to market oil and natural gas successfully to current and new customers; the ability to obtain financing on acceptable terms; and the ability to add production and reserves through development and exploitation activities. Although the Company believes that the expectations reflected in the forward-looking statements contained herein, and the assumptions on which such forward-looking statements are made, are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking statements included herein, as there can be no assurance that the plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve numerous risks and uncertainties that contribute to the possibility that the forward-looking statements will not occur, which may cause the Company's actual performance and financial results in future periods to differ materially from any estimates or projections. The forward-looking statements contained herein are made as of the date hereof. The Company does not undertake any obligation to, nor does it intend to, publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained herein are expressly qualified by this cautionary statement. In addition, readers are cautioned that historical results are not necessarily indicative of future performance.*

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 Lucy Zhang, CFO and Director of the Company at 604-681-1820

Item 9 <u>Statement of Senior Officer</u>

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, on December 22, 2015

Goldstrike Resources Ltd.

By: *"Terrence E. King"*
Terrence E. King, President