

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Legend Gold Corp. ("Legend" or the "Company")  
501 – 543 Granville Street  
Vancouver, B.C. V6C 1X8

**Item 2: Date of Material Change**

October 31, 2017

**Item 3: News Release**

A news release announcing this material change was issued on October 31, 2017 through the facilities of Newsfile Corp. via Canadian Timely Disclosure and a copy was filed on SEDAR.

**Item 4: Summary of Material Change**

The Company announced that pursuant to the non-binding letter of intent signed by Altus Strategies Plc and Legend on October 10, 2017, they have agreed to extend the deadline for completion of definitive documentation to November 14, 2017.

**Item 5: Full Description of Material Change**

**Item 5.1: Full Description of Material Change**

Please refer to the press release of the Company disseminated on October 31, 2017, attached hereto.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

Not applicable.

**Item 8: Executive Officer**

For further information, please contact Kim C. Casswell, Corporate Secretary at (604) 669-0660 or [kcasswell@seabordservices.com](mailto:kcasswell@seabordservices.com).

**Item 9: Date of Report**

October 31, 2017

## NEWS RELEASE (TSX.V: LGN)

#2017-05

### Altus and Legend Announce Extension to Letter of Intent

October 31, 2017 – Altus Strategies Plc (“Altus”) (AIM: ALS), and Legend Gold Corp. (“Legend”) (TSX.V: LGN) announce that pursuant to the non-binding letter of intent (the “LOI”) signed by Altus and Legend on October 10, 2017, they have agreed to extend the deadline for completion of definitive documentation to November 14, 2017. The LOI sets out the terms and conditions for Altus to acquire all of Legend’s issued and outstanding common shares, unexercised warrants and unexercised share purchase options through an all-stock transaction, which is anticipated to be completed by way of a Plan of Arrangement (the “Proposed Transaction”) (see press release dated October 11, 2017 at [www.sedar.com](http://www.sedar.com) for complete details).

#### About Legend:

Legend is a Canadian mineral exploration company focused on gold exploration in Mali. Legend’s flagship projects include the Diba and Lakanfla projects. Further information is available at Legend’s website [www.legendgold.com](http://www.legendgold.com).

#### FOR FURTHER INFORMATION PLEASE CONTACT:

##### Legend Gold Corp.

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Dave Miles, Chief Financial Officer

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*Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

## Forward-Looking Information

Statements contained in this news release that are not historical facts are “forward-looking information” or “forward-looking statements” (collectively, “Forward-Looking Information”) within the meaning of applicable Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. Forward-Looking Information includes, but is not limited to, disclosure regarding possible events, proposed completion of the Proposed Transaction and the terms thereof, the parties’ intention to seek a dual-listing of Altus on the TSX Venture Exchange and the AIM market of the London Stock Exchange, conditions or financial performance that is based on assumptions about future economic conditions and courses of action; the timing and costs of future exploration activities on the companies’ properties; success of exploration activities; permitting time lines and requirements; time lines for technical reports; planned exploration and development of properties and the results thereof; and planned expenditures and budgets and the execution thereof. In certain cases, Forward-Looking Information can be identified by the use of words and phrases such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “suggest”, “optimize”, “estimates”, “forecasts”, “intends”, “anticipates”, “potential” or “does not anticipate”, “believes”, “anomalous” or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. In making the forward-looking statements in this news release, the companies have applied several material assumptions, including, but not limited to, that the current exploration and other objectives concerning its mineral projects can be achieved and that its other corporate activities will proceed as expected; that the current price and demand for gold will be sustained or will improve; that general business and economic conditions will not change in a materially adverse manner; the continuity of the price of gold and other metals, economic and political conditions and operations; that all requisite regulatory, shareholder, court and third-party approvals will be obtained and all conditions precedent for completion of the Proposed Transaction will be satisfied in a timely manner; that the exchange rates for UK and Canadian currencies will be consistent with the companies’ expectations; and that any additional financing needed will be available on reasonable terms. Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Information. Such risks and other factors include, among others, risks related to the availability of financing on commercially reasonable terms and the expected use of proceeds; ability of Legend to obtain all necessary approvals and comply with regulatory requirements in relation to the Proposed Transaction and to ultimately complete the Proposed Transaction; operations and contractual obligations; changes in exploration programs based upon results of exploration; future prices of metals; availability of third party contractors; availability of equipment; failure of equipment to operate as anticipated; accidents, effects of weather and other natural phenomena and other risks associated with the mineral exploration industry; environmental risks; certainty of mineral licenses; community and governmental relations; delays in obtaining requisite approvals or financing; fluctuations in mineral prices; the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits; the companies’ lack of operating revenues; governmental regulations and the ability to obtain necessary licenses and permits; changes in environmental laws and regulations and changes in the application of standards pursuant to existing laws and regulations which may increase costs of doing business and restrict operations; risks related to dependence on key personnel; and estimates used in financial statements proving to be incorrect; as well as those factors discussed in each company’s public disclosure record. Although the companies have attempted to identify important factors that could affect the companies and may cause actual actions, events or results to differ materially from those described in Forward-Looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that Forward-Looking Information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on Forward-Looking Information. Except as required by law, the companies do not assume any obligation to release publicly any revisions to Forward-Looking Information contained in this news release to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.