

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

The full name and address of the principal office in Canada of the Company is:

Endurance Gold Corporation
1700 – 750 West Pender Street
Vancouver, BC V6C 2T8

2. **Date of Material Change**

The date of the material change is **December 3, 2013**.

3. **News Release:**

The date and method(s) of dissemination of the News Release issued under section 7.1 of National Instrument 51-102 is/are as follows:

Date of Issuance: **December 3, 2013**

The news release was disseminated via SEDAR to the securities commissions in British Columbia, Alberta, Ontario and to the TSX Venture Exchange and via wire by FSCWire.

4. **Summary of Material Change**

Endurance Gold Corporation (the “Company”) announces that the Company has delivered a statement of defence and initiated a counter-claim as part of the arbitration proceeding launched by Ginguro Exploration Inc. and their 100% owned subsidiary Mount Logan Resources Ltd. (collectively, “**Ginguro**”) regarding the Pardo Joint Venture (“**Pardo JV**”). The Honourable Dennis O’Connor, Q.C. of the Arbitration Place, has now been appointed by the Company and Ginguro as Arbitrator in the dispute.

5. **Full Description of Material Change**

The Company announces that the Company has delivered a statement of defence and initiated a counter-claim as part of the arbitration proceeding launched by Ginguro Exploration Inc. and their 100% owned subsidiary Mount Logan Resources Ltd. (collectively, “**Ginguro**”) regarding the Pardo Joint Venture (“**Pardo JV**”). The Pardo JV includes 16 claims that are jointly owned by the Company and Ginguro (“**JV Property**”). Ginguro also owns about 88 claims which encompass the external boundaries of the Pardo JV Property.

The Honourable Dennis O’Connor, Q.C. of the Arbitration Place, has now been appointed by the Company and Ginguro as Arbitrator in the dispute. The Honourable O’Connor sat on the Court of Appeal for Ontario from 1998 to 2012. He served as the Associate Chief Justice of Ontario from 2001 until he retired at the end of 2012. He also served as a deputy judge of the Yukon Supreme Court. For the 18 years before his appointment to the Court of Appeal, he was a senior counsel for the predecessor firm to Borden Ladner Gervais LLP. His practice focused on commercial and public law litigation.

The statement of defence rejects Ginguro’s claim of 70.95% joint venture ownership and denies that Ginguro is entitled to any of the declarations, orders, costs or further and other relief sought.

The counter-claim alleges that Ginguro have:

1. breached their contractual obligations under the joint venture agreement with the Company,
2. made inaccurate representations to the Company,
3. breached their fiduciary duties, and
4. acted oppressively, with unfair prejudice and unfair disregard of the interests of the Company.

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

Not applicable.

7. **Omitted Information**

No significant facts remain confidential and no information has been omitted in this report.

8. **Executive Officer**

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and the Report or an officer through whom such executive officer may be contacted is as follows:

Name:	Robert T. Boyd
Bus. Tel:	(604) 682-2707

9. **Date of Report**

Dated at Vancouver, B.C. this **10th day of December, 2013.**

/s/ Robert T. Boyd

Robert T. Boyd, President & CEO