

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Highway 50 Gold Corp. (the "Company")
Suite 2300, 1177 West Hastings Street
Vancouver, British Columbia V6E 2K3

Item 2: Date of Material Change

December 20, 2013

Item 3: News Release

The news release was disseminated on December 20, 2013 through **Market News** and **Stockwatch** and filed on SEDAR.

Item 4: Summary of Material Change

The Company announced that it has reached an agreement with Regulus Resources Inc. for an option/joint venture of the Golden Brew property in conjunction with a financing.

Item 5: Full Description of Material Change

See attached.

Item 6: Reliance on subsection 71(2) of National Instrument 51-102

N/A.

Item 7: Omitted Information

N/A.

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Megan Cameron-Jones
Corporate Secretary
(604) 681-4462

Item 9: Date of Report

December 20, 2013

JOINT NEWS RELEASE**Highway 50 and Regulus Reach Agreement for Option/JV of Golden Brew Property and Financing****Vancouver, British Columbia****Highway 50 Gold Corp. (TSX.V – HWY) and Regulus Resources Inc. (TSX.V – REG)****December 20, 2013**

Highway 50 Gold Corp. (“Highway 50” or the “Company”) and Regulus Resources Inc. (“Regulus”) wish to announce that they have reached an agreement whereby the Company will grant to Regulus an option (the “Option”) to earn a 50% interest in the Company’s Golden Brew property. In addition, as an integral part of the grant of the Option, Regulus has agreed to purchase, on a non-brokered private placement basis, units in the Company for gross proceeds of CAD\$900,000 (the “Offering”). In order to exercise the Option, Regulus must, among other things, spend US\$5,000,000 on exploration expenditures on the project over 5 years, and assume the underlying third party lease payments and claim holding costs. Exploration expenditures of US\$500,000 in the first year is a firm commitment. Upon earn-in the parties will form a joint venture on a 50/50 basis.

The private placement will consist of 2.0 million units (each a “Unit”) at a purchase price of \$0.45 per Unit. Each Unit will consist of one common share of the Company and one-half transferable share purchase warrant (each whole warrant a “Warrant”). Each Warrant will entitle the holder thereof to purchase one common share of the Company (a “Warrant Share”) at an exercise price of \$0.60 per Warrant Share for a period of 24 months following the closing of the Offering (the “Closing Date”).

The grant of the Option and the Offering are subject to the approval of the TSX Venture Exchange. All securities issued in connection with the Offering will be subject to a hold period expiring four months and one day following the Closing Date. At closing, it is anticipated that Regulus will own approximately 9.3% of the Company's issued and outstanding common shares on an undiluted basis. The Company has agreed to grant Regulus a standard preemptive right for as long as Regulus maintains ownership of at least 5% of the Company's issued and outstanding common shares. The proposed transaction is considered to be non-arms length under the rules of the TSX Venture Exchange by virtue of the fact that two of the directors of Regulus, John Leask and Gordon Leask, are also directors of Highway 50. This transaction was unanimously approved by the three other Regulus Board members, all of whom are independent of Highway 50, with John Leask and Gordon Leask both abstaining.

The net proceeds from the Offering will be primarily used by Highway 50 for the further development of its Porter Canyon project, and for general working capital purposes.

About Golden Brew

Golden Brew comprises 153 claims which cover a large Carlin-style gold-arsenic-antimony system located at the base of the Toiyabe Range, 25 km south of Austin, Nevada. To date, mineralization consists of a zone of gold bearing jasperoid measuring 800 metres long and up to 70 metres wide, hosted in thin-bedded platy Cambrian-aged silty carbonates. The jasperoid is anomalous in Carlin-type pathfinder elements of arsenic, antimony and mercury, with gold values ranging from 0.1 g/t Au to 4 g/t Au. West of the range, CSMAT and gravity surveys indicated an uplifted horst block under pediment cover. Follow-up drilling confirmed a 300 metre uplift and intersected Carlin-type mineralization in one hole (GB-3). Assays returned up to 28 ppb gold, 290 ppm arsenic and 30 ppm antimony in a 50 metre thick zone within thin-bedded silty carbonates. The aforementioned levels are higher than those peripheral to the auriferous jasperoid 2,500 metres to the east, and confirm the extension of the mineralized system in the horst block. This horst block is coincident with the projected intersection of a set of crustal scale structures and a strong magnetic low. The magnetic low may reflect magnetic destruction to alteration related to the mineralized system. Initial drill targets will focus on the northeastern and southeastern structural corners of the horst block, both areas of gravity lows within the gravity high (horst block). Gravity lows in this setting may be a function of alteration (decalcification) with related Carlin-type mineralization. The Company is currently in the process of permitting ten new drill sites at the project.

This news release has been reviewed by Gordon P. Leask, P.Eng., President and CEO of Highway 50 Gold Corp., and a Qualified Person (“QP”) as defined by National Instrument 43-101 (Standards of Disclosure for Mineral Projects).

For additional information:

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Neither the TSX Venture Exchange, nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

Cautionary Note *This news release contains certain forward-looking statements, including statements regarding the business and anticipated financial performance of the Company. These statements are subject to a number of risks and uncertainties. Actual results may differ materially from results contemplated by the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include changes in metal prices, changes in the availability of funding, unanticipated changes in key management personnel and general economic conditions. Mining is an inherently risky business. Accordingly the actual events may differ materially from those projected in the forward-looking statements. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Company does not undertake to update any forward looking statements, oral or written, made by itself or on its behalf.*