

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

January 18, 2017

Item 3: News Release

The news release was disseminated on January 18, 2017 through **Market News** and **Stockwatch** and filed on SEDAR.

Item 4: Summary of Material Change

The Company announced a non-brokered flow through private placement to raise up to \$350,000. The Company also announced that it proposes to extend the term of 7,027,025 warrants for one year.

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:

Gordon P. Leask
President and CEO
(604) 681-4462

Item 9: Date of Report

January 18, 2017

NEWS RELEASE

HIGHWAY 50 GOLD ANNOUNCES FLOW-THROUGH FINANCING TO RAISE \$350,000 AND SEEKS TO EXTEND TERM OF PREVIOUSLY ISSUED WARRANTS

**Vancouver, British Columbia – Highway 50 Gold Corp. (TSX.V – HWY)
January 18, 2017**

Highway 50 Gold Corp. (“Highway 50” or the “Company”) is pleased to announce a non-brokered private placement of up to 1,750,000 common shares (each a “FT Share”) of the Company to be issued on a flow-through basis under the Income Tax Act (Canada) at a purchase price of \$0.20 per FT Share to raise gross proceeds to the Company of up to \$350,000 (the “Flow-Through Offering”). Insiders of the Company intend to participate in the Flow-Through Offering. No finder’s fees are payable.

All FT Shares issued to purchasers under the Flow-Through Offering will be subject to a four-month hold period commencing from the closing date of the Flow-Through Offering, pursuant to applicable securities legislation and the policies of the Exchange.

The proceeds of the Flow-Through Offering will be used to fund a follow up drill program on the Monroe property located in southeastern British Columbia. The 2016 drill campaign identified a sulphide vent complex within the *Sullivan Mine Stratigraphy* that produced elevated amounts of iron sulphides with subordinate lead-zinc and copper mineralization in the form of veins, disseminations and layers. This follow up campaign is intended to test the central portion of the vent complex for possible economic grade zinc-lead-silver mineralization. Drilling is expected to commence in late February 2017 and is anticipated to comprise up to 1,800 metres of drilling in 2 to 3 holes. The target horizon averages approximately 500 metres depth in the area of interest. The Company has an option to earn a 50 per cent interest in the Monroe property by spending annual optional exploration expenditures totalling \$3,000,000 over the next four years. The Flow-Through Offering is subject to the acceptance of the TSX Venture Exchange.

The Company also announces that it proposes to extend the term of an aggregate of 7,027,025 common share purchase warrants (the “Warrants”) issued pursuant to a non-brokered private placement (the “Private Placement”) which closed on March 3, 2014. The Warrants are exercisable into common shares in the capital of the Company at an exercise price of \$0.60 per common share and were previously extended to expire on February 28, 2017. No Warrants issued under the Private Placement have been exercised to date. The Company will seek acceptance from the Exchange to further extend the term of the Warrants for an additional year to February 28, 2018.

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

For additional information:

Gordon P. Leask, P.Eng. or John M. Leask, P.Eng.

Tel: 604.681.4462

Email: gord@highway50gold.com or jml@highway50gold.com

About Highway 50 Gold Corp.

Highway 50 Gold Corp. is a mineral exploration stage company led by a team of experienced explorers and deal-makers. The Company is executing an exploration plan refined over 25 years of experience in Nevada and the Aldridge Formation of southeastern B.C. The exploration focus on its projects are a result of what management believes to be breakthroughs in the understanding of north-central Nevada’s crustal architecture and new geological understanding on the Monroe property in B.C.

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 Flow-Through Offering of common shares of the Company and the Company’s ability to complete the Flow-*

Through Offering and receiving acceptance from the TSX Venture Exchange to the completion of the Flow-Through Offering and the application to extend the term of the Warrants; the Company's proposed plans for the exploration of the Monroe property; and 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 the Company does not complete all or any part of the Flow-Through Offering, the Company does not receive regulatory acceptance to the Flow-Through Offering or the application to extend the term of the Warrants; 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.