

**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**

September 19, 2018

**Item 3: News Release**

The news release was disseminated on September 19, 2018 through **Stockwatch** and filed on SEDAR.

**Item 4: Summary of Material Change**

The Company announced that, further to its news release dated August 29, 2018, it has increased the size of its non-brokered flow through private placement (the "FT Offering") from \$400,000 to \$430,000 and has also increased the size of its non-brokered non-flow through private placement (the "Non-FT Offering") from \$150,000 to \$222,000. All other terms of the FT Offering and the Non-FT Offering remain unchanged.

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

See attached.

**Item 6: Reliance on subsection 7.2 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  
CEO and President  
(604) 681-4462

**Item 9: Date of Report**

September 19, 2018

## NEWS RELEASE

### HIGHWAY 50 GOLD ANNOUNCES INCREASE IN SIZE OF PRIVATE PLACEMENTS

Vancouver, British Columbia – Highway 50 Gold Corp. (TSX.V – HWY)  
September 19, 2018

**Highway 50 Gold Corp. (“Highway 50” or the “Company”)** is pleased to announce that, further to its news release dated August 29, 2018, due to strong investor demand it has increased the size of its non-brokered flow through private placement (the “FT Offering”) from \$400,000 to \$430,000 and has also increased the size of its non-brokered non-flow through private placement (the “Non-FT Offering”) from \$150,000 to \$222,000. All other terms of the FT Offering and the Non-FT Offering remain unchanged.

The proceeds of the FT Offering will be used to re-commence drilling on the Monroe property located in southwestern British Columbia. Drilling will include testing the extensions of the lead-zinc system intersected in 2017 drilling. The proceeds of the Non-FT Offering will be used for general working capital purposes. Closing of the FT Offering and the Non-FT Offering is expected to occur on or around September 21, 2018, subject to the approval of the TSX Venture Exchange. Insiders of the Company intend to participate in the FT Offering and the Non-FT Offering.

On behalf of the Board,

*“Gordon P. Leask”*

Gordon P. Leask  
President, Chief Executive Officer and director

#### **For additional information:**

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

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#### ***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 British Columbia. 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 a new geological understanding on the Monroe property in British Columbia.

*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 Offerings; the Company’s intention to extend the term of the Company’s outstanding warrants; the Company’s ability to complete the Offerings and receive acceptance from the Exchange to the completion of the Offerings and the extension of the term of the Company’s outstanding 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 Offerings; the Company does not receive regulatory acceptance to the Offerings or the extension to the term of the Company’s outstanding 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.*