**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

## Item 1. Name and Address of Company

GOLDEN DAWN MINERALS INC.
900-525 Seymour Street
Vancouver, BC V6B 3H7
Telephone: (604) 221-8936

## Item 2. Date of Material Change

May 15, 2016

## Item 3. News Release

The News Release was issued on, May 15, 2016 and disseminated through the facilities of Newsfile and filed on SEDAR.

## Item 4. Summary of Material Change

GOLDEN DAWN DRILLING INTERSECTS GOLD AND SILVER VALUES BELOW THE #7 LEVEL ON ITS MAY-MAC MINE IN GREENWOOD, BC, CANADA

## Item 5. Full Description of Material Change

See news release, a copy of which is attached hereto, as Schedule "A".

## Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

## Item 7. Omitted Information

Not applicable.

## Item 8. Executive Officer

Wolf Wiese
Chief Executive Officer/ President
(604) 221-8936

## Item 9. Date of Report

Dated at Vancouver, BC, this 12th day of May, 2016.

**Golden Dawn Minerals Inc.**
Per: *"Wolf Wiese*

Chief Executive Officer

"Schedule A"

# GOLDEN DAWN MINERALS INC.

**TSX-V: GOM**
**FRANKFURT EXCHANGE: 3G8A**

## NEWS RELEASE
## GOLDEN DAWN DRILLING INTERSECTS GOLD AND SILVER VALUES BELOW THE #7 LEVEL ON ITS MAY-MAC MINE IN GREENWOOD, BC, CANADA

Vancouver, May 12, 2016 – Wolf Wiese, CEO of Golden Dawn Minerals Inc., (TSX-V: GOM; FRANKFURT: 3G8A) (the "**Company"** or **"Golden Dawn**") reports significant assays in four of 8 surface holes drilled this year (see the following table). The program totalled 729 metres at the Greenwood Precious Metal Project, 5 km West of Greenwood South Central B.C. in the historic Boundary Mining District, 500 km East of Vancouver

| Hole | From (m) | To (m) | Interval (m) | Gold (g/t) | Silver (g/t) | Copper (%) | Lead (%) | Zinc (%) |
|---|---|---|---|---|---|---|---|---|
| BF16-03 | 56.83 | 57.47 | 0.64 | **8.85** | 25.5 | 0.12 | 0.31 | 0.35 |
| BF16-04 | 62.34 | 64.40 | 2.06 | 3.53 | 80.2 | 0.39 | +0.5* | +0.95** |
| Incl. | 62.34 | 63.43 | 1.09 | **4.77** | 151.0 | 0.55 | +0.5* | +1.00** |
| BF16-06 | 59.60 | 60.50 | 0.90 | 2.13 | 12.1 | 0.02 | 0.41 | +1.00** |
| BF16-07 | 39.16 | 41.20 | 2.04 | 2.08 | 50.9 | 0.22 | +0.5* | 0.98 |

m=metres; g/t = grams per tonne;
* includes values above detection limit 0.5%
** includes values above detection limit 1.0%
Note: drill hole interval lengths given; true widths cannot be determined from the information available.

Holes 3 and 4 were drilled below the No. 2 adit on the lower Skomac vein where significant gold assays were obtained last year. The intercepts are elevated in gold relative to those in the upper Skomac vein and are located along strike to the southeast of the new zone discovered last year in hole BF15-06. Holes 3 and 4 therefore demonstrate that the lower Skomac vein may be an extension of the deep zone intersected in hole BF15-06. Additional drilling is planned for this zone from underground.

The objective of the underground drill program is to outline mineralized zones and establish mineral resources. This additional resource will enhance the total assets of the Company's Greenwood Projects, which includes the Lexington mine, Golden Crown mine and modern processing plant. All three mines and the processing plant are located within a 15 km radius. These properties are evolving into a viable mining district with considerable upside potential, and the potential to commence production in the short term.

The remainder of the 2016 holes did not add significantly to the vein system data base.

The surface drill program has been curtailed to allow time for assays and geological information to be updated. Additional surface drilling is planned on targets delineated historically and by recent sampling on the Amigo property (Glory Hole & Adits #1 areas), located 1000 meters to the south of the Mill and the #7 portal. Surface drilling is planned upon completion of the underground drilling program.

The results reported above are from drill core samples collected under direct supervision by Dr. Mathew Ball, P.Geo. Half core samples were cut from the NQ size drill core and bagged at a core processing facility located near the property. The samples were shipped to Actlabs in Kamloops, B.C. Actlabs is an independent, Canadian company, based in Ancaster, ON, and operates 25 laboratories in 13 countries; including a full-service, ISO 17025 accredited lab in Kamloops, BC. Analyses for gold were by Fire Assay method using 30 gram samples and ICP-AES finish. The samples were crushed to 90% passing 10 mesh, then riffle split 1000g, and pulverized (mild steel) to 95% passing 150mesh (105µ), cleaning the pulveriser bowl with sand after each sample, for improved sub-sample representivity and analysis precision. Silver and other elements were analyzed by ICP-AES using a four acid digestion. Over detection limits for silver were re-analyzed by 30g Fire Assay with a gravimetric finish. Blank and certified reference standard samples were included at a frequency of 1 in 20 to monitor the assay lab QA/QC performance.

The technical disclosure in this news release has been reviewed and approved by Dr. Mathew Ball, P.Geo, and Chief Operating Officer of Golden Dawn Minerals Inc, who is a Qualified Person as defined by National Instrument 43-101.

For more details, please see the NI 43-101 Technical Report on the Company's website at www.goldendawnminerals.com.

On behalf of the Board of Directors:
**GOLDEN DAWN MINERALS INC.**

*"Wolf Wiese"*

Wolf Wiese
Chief Executive Officer

For further information, please contact:
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