

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

GOLDEN DAWN MINERALS INC.
318-1199 W. Pender Street
Vancouver, BC V6E2R1
Telephone: (604) 221-8936

Item 2. Date of Material Change

April 4 ,2017

Item 3. News Release

The News Release was issued on, April 5, 2017 and disseminated through the facilities of Nasdaq and filed on SEDAR.

Item 4. Summary of Material Change

Golden Dawn Minerals Inc. Purchases Claims Contiguous to Amigo Mine and May Mac Mine, Provides Drill Program Update

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 5th day of April, 2017

Golden Dawn Minerals Inc.

Per: *"Wolf Wiese"*

Chief Executive Officer

“Schedule A”



GOLDEN DAWN MINERALS INC.

TSX-V: GOM
FRANKFURT EXCHANGE: 3G8A
OTC: GDMRF

News Release

Golden Dawn Minerals Inc. Purchases Claims Contiguous to Amigo Mine and May Mac Mine, Provides Drill Program Update

Vancouver, April 5, 2017 – Golden Dawn Minerals Inc. (TSX-V: GOM; FRANKFURT: 3G8A; OTC: GDMRF) (the “**Company**” or “**Golden Dawn**”) is pleased to announce the purchase of 100% interest in all remaining cells of mineral claim tenure number 513773, to compliment the Company’s 100% owned Amigo Property consisting of 8 cell units of the same mineral claim. The total area of the newly acquired cells is 487.03 ha (for a total of approximately 656.43 ha including the previously acquired Amigo Property). This claim is contiguous with and lies to the south of the Company’s Boundary Falls mineral claims covering the historic May Mac Mine and processing facility. The newly expanded Amigo Property and the May Mac Mill are located adjacent to Highway #3 approximately 3 km west of Greenwood, B.C.

To complete the transaction Golden Dawn will issue 100,000 shares of the Company’s stock to the current Property owner. There are no work commitments associated with this agreement. The expanded Amigo Property compliments the Company’s Boundary Falls Property which contains the Company’s 100% owned historic May Mac Mine and the existing associated mill and tailings pond. This historic processing facility is not to be confused with the Company’s modern Mill and tailings pond, situated 15 Km to the east of this facility. Currently the company is conducting an extensive surface and underground drilling program in proximity to the known Skomac multiple vein system.

This transaction is subject to TSX-V approval.

Golden Dawn has conducted diamond surface and underground drilling to explore these 2 contiguous properties since October 2015. Total surface drilling at the May Mac Mine’s Skomac multiple vein system, now amounts to 2321 metres in 20 surface diamond drill holes. Total drilling on the Amigo property amounts to 904 m for 16 surface diamond drill holes.

Three drill stations in the #7 adit have been excavated to accommodate underground diamond drilling. To date, 3834 meters of diamond underground drilling in the # 7 adit of the May Mac have been completed in stations #3 (2760 m) and #2 (1074 m).

Total surface and underground diamond drill holes on these contiguous properties completed are 7059 meters since Oct. 2015. Recently, samples have been submitted to the lab and assays are pending from work conducted in the last two months. A permit application for further surface drilling for 2017 is pending, and applications for underground drifting, drilling and bulk

sampling in the May- Mac Mine are being processed. The aim of this exploration work is to establish a potential mineral resource and complete a bulk sample at the May Mac mine that could compliment mill feed from the Lexington and Golden Crown mines for the company's modern Greenwood Processing facility 15 km to the east of the May Mac and Amigo mines.

The company cautions that mineral resources have not been defined at either the May Mac or Amigo properties. The Company intends to process any mineralized material that might be extracted from the May Mac mine as a test to investigate metal recoveries and potential economics of operating the May Mac mine.

View property map: <http://www.goldendawnminerals.com/wp-content/uploads/2017/03/GOM-Property-Map.jpg>

Technical disclosure in this news release has been approved by Dr. Mathew Ball, P.Geo. a Qualified Person as defined by National Instrument 43-101, and Chief Operating Officer of the Company.

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

"Wolf Wiese"
Wolf Wiese
Chief Executive Officer

For further information, please contact:
Corporate Communications
604-221-8936
allinfo@goldendawnminerals.com

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