

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

September 29, 2017

Item 3. News Release

News Release issued September 29, 2017 at Vancouver, BC.

Item 4. Summary of Material Change

Golden Dawn Minerals Inc. Announces Closing of Final Tranche of Private Placement for \$294,233.50

Item 5. Full Description of Material Change

Vancouver, September 29, 2017 –Golden Dawn Minerals Inc., (TSX-V: GOM; FRANKFURT: 3G8A; OTC: GDMRF) (the “**Company**” or “**Golden Dawn**”) announces that, subject to regulatory approval, the Company has closed the final tranche of a previously announced non-brokered private placement financing totalling 6,002,555 flow-through units (the “**FT Units**”) at \$0.285 per FT Unit and 2,370,000 non flow-through units (the “**NFT Units**”), each with one warrant exercisable for two years, for total proceeds of \$2,303,228.18 in both tranches. Each warrant can be exercised at \$0.30 per share for a period of 24 months from the date of issuance. One insider, Quorum Capital Corp., wholly owned by President Wolf Wiese, has participated for 450,000 NFT units.

Total commissions paid to eligible finders with respect to this financing consisted of \$110,916.99, 203,841 common shares and 293,762 commission warrants paid to EMD Financial Inc., \$2,280 and 8,000 commission warrants paid to Echelon Wealth Partners, \$4,800 paid to 6132987 Canada Inc., \$3,516.20 and 6,660 commission warrants paid to PI Financial Corp., \$3,200 and 12,800 commission warrants paid to Canaccord Genuity Corp., \$2,992.50 paid to Gravitas Securities Inc., \$3,200 and 6,400 commission warrants paid to Leede Jones Gable Inc. The commission warrants are non-transferable, are for a period of two years and have an expiry date of September 29, 2019, the same terms as the balance of the warrants issued in the second tranche. All securities issued in connection with the financing are subject to a statutory hold period of 4 months and one day from issuance.

The funds will be utilized for continuation of the Company's development toward re-activating the Lexington mine, the Company's processing plant, exploration on its GREENWOOD PRECIOUS METALS PROJECT, and for general working capital.

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

Not applicable.

Item 7. Omitted Information

The undersigned is aware of no information of a material nature that has been omitted.

Item 8. Executive Officer

Mr. Wolf Wiese, Chief Executive Officer & President of the issuer, is knowledgeable about the material change and this report. He can be contacted at (604) 221-8936.

Item 9. Date of Report

Dated September 29, 2017 at Vancouver, British Columbia