FORM 51-102F3
Material Change Report

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NATIONAL INSTRUMENT NO. 51-102

Item 1. **Reporting Issuer**

Guyana Goldfields Inc. (the "**Company**")
141 Adelaide Street West
Suite 1608
Toronto, Ontario M5H 3L5

Item 2. **Date of Material Change**

A material change took place on December 21, 2016

Item 3. **Press Release**

On December 21, 2016, a news release in respect of the material change was disseminated by the Company.

Item 4. **Summary of Material Change**

The Company announced that it and its wholly owned subsidiary, AGM Inc., had successfully refinancing its US$160 million debt facility dated September 2, 2014 with a consortium of existing lenders composed of ING Capital LLC, The Bank of Nova Scotia, and Export Development Canada**.**

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

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

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

The report is not being filed on a confidential basis.

Item 7. **Omitted Information**

No information has been omitted.

Item 8. **Executive Officer**

Paul Murphy

Item 9. **Date of Report**

DATED at Toronto, in the Province of Ontario, this 3rd day of January, 2017.

SCHEDULE "A"

Guyana Goldfields Inc. Successfully Completes Debt Restructuring

TORONTO, Dec. 21, 2016 /CNW/ - **Guyana Goldfields Inc. (TSX: GUY)** ("**GGI**" or "the Company") and its wholly owned subsidiary, AGM Inc., (together, the "**Company**") are pleased to announce the successful refinancing of its US$160 million debt facility (the "**Facility**") dated September 2, 2014 with a consortium of existing lenders composed of ING Capital LLC, The Bank of Nova Scotia (together the "Lead Arrangers"), and Export Development Canada (collectively the **"Lenders"**).

The new Facility will amount to US$80 million and contemplates sixteen (16) quarterly principal repayments of $5 million each over a period of four (4) years beginning March 31, 2017. Various covenants and restrictions will be removed including the release of US$23 million of restricted funds held by the Lenders in the Overrun Equity Account, the elimination of cash sweeps, and a reduction of 1.3% in the interest rate allowing for increased financial flexibility. In addition, there will continue to be no gold hedging requirements or other similar provisions associated with the Facility.

Upon completion of the restructuring, a one-time, non-cash charge of US$8 million will be applied to fully expense deferred financing costs in the fourth quarter which is expected to adversely affect that quarters earnings per share with no effect on cash flow. The Company estimates annual cost savings of the new operating Facility will amount to approximately US$4.5 million per year over the course of the new Facility. The Company will have successfully reduced its debt by 50% to US$80 million over the course of 2016 and is expected to end the year with a cash balance of US$64 million.

Scott A. Caldwell, President & CEO, stated, "The refinancing is a key milestone in our balance sheet management and this new and lower cost debt further improves our industry leading cost profile and strengthens our ability to drive growth."

The Company was advised by Cassels Brock & Blackwell LLP (Ontario Counsel), Allen & Overy LLP (US Counsel), Harridyal-Sodha & Associates (Barbados Counsel) and Luckhoo & Luckhoo (Guyanese Counsel). The Lenders were advised by Shearman & Sterling LLP (US Counsel), Stikeman Elliott LLP (Ontario Counsel), Hughes, Fields & Stoby (Guyanese Counsel), Clarke Gittens Farmer (Barbados Counsel), JLT Specialty Limited (Insurance Consultant), Roscoe Postle Associates Inc. (Independent Engineer), and Golder Associates Ltd. (Independent Environmental and Social Consultants).

A copy of the revised Facility will be filed under Guyana Goldfields' profile on SEDAR.

About Guyana Goldfields Inc.

Guyana Goldfields Inc. is a Canadian based mid-tier gold producer primarily focused on the exploration, development and operation of gold deposits in Guyana, South America. The 100%-owned Aurora Gold Mine achieved commercial production January 1, 2016 and has a total gold resource of 6.54 million ounces in the measured and indicated categories (62.83 million tonnes at 3.24 g/t Au) as well as an additional 1.82 million ounces in the inferred category (16.93 million tonnes at 3.34 g/t Au). For further details, please refer to the report entitled "AGM Inc. Aurora Gold Project- Updated Feasibility Study," dated January 18, 2016, available on SEDAR at www.sedar.com.

Forwarding-Looking Information

This news release contains "forward-looking information" which may include, but is not limited to, statements with respect to the estimation of mineral resources. Often, but not always, forward-looking statements can be identified by the use of words and phrases such as "plans," "expects," "is expected," "budget," "scheduled," "estimates," "forecasts," "intends," "anticipates," or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may," "could," "would," "might" or "will" be taken, occur or be achieved. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and are based on various assumptions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, the receipt of applicable regulatory approvals, the timing of the advance of the funds pursuant to the Facility, fulfilling all conditions precedent to the advance of funds pursuant to the Facility, general business, economic, competitive, political and social uncertainties; the actual results of exploration activities; changes in project parameters as plans continue to be refined; accidents, labour disputes and other risks of the mining industry; political instability; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the section entitled "Risk Factors" in the Company's annual information form. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this news release and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

SOURCE Guyana Goldfields Inc.

%SEDAR: 00022477E

For further information: Guyana Goldfields Inc., Scott A. Caldwell, President and CEO; Jacqueline Wagenaar, VP, Investor Relations & Corporate Communications, Tel: (416) 628-5936 Ext. 5295, Fax: (416) 628-5935, E-mail: jwagenaar@guygold.com, Website: www.guygold.com

CO: Guyana Goldfields Inc.

CNW 07:30e 21-DEC-16