

**FORM 51-102F3**

**Material Change Report**

**ITEM 1. NAME AND ADDRESS OF COMPANY**

Western Copper and Gold Corp. (the “Company”)  
15<sup>th</sup> floor, 1040 West Georgia Street  
Vancouver, BC  
V6E 4H1

**ITEM 2. DATE OF MATERIAL CHANGE**

February 8, 2018

**ITEM 3. NEWS RELEASE**

The news release was disseminated by Canada Newswire after market close on February 8, 2018.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

On February 8, 2018, the Company announced the completion of its previously announced non-brokered private placement (the “Private Placement”).

Under the Private Placement, the Company issued a total of 2,905,066 units (the “Units”) at a price of \$1.15 per Unit for aggregate gross proceeds of \$3.34 million.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

On February 8, 2018, the Company announced the completion of the Private Placement.

Under the Private Placement, the Company issued a total of 2,905,066 Units at a price of \$1.15 per Unit for aggregate gross proceeds of \$3.34 million. Each Unit consists of one common share of the Company (a “Share”) and half of one non-transferable warrant (each whole such warrant, a “Warrant”). Each Warrant entitles the holder to purchase one Share at a price of \$1.75 until February 8, 2020.

All Shares, including the Shares issuable upon exercise of the Warrants are subject to a hold period and may not be traded until June 9, 2018. The Company has also paid total finders’ fees of \$45,741 in respect of the Private Placement (previously reported as \$43,154).

The Company intends to use the net proceeds from the Private Placement for permitting and development of the Casino Project and for general corporate purposes.

The following insiders (the “Insiders”) participated in the Private Placement: Paul West-Sells, President and CEO - 13,000 Units; Julien François, Chief Financial Officer - 20,000 Units; and Robert Gayton, Director - 15,000 Units.

Accordingly, the Private Placement is to that extent a related party transaction under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”).

The directors of the Company, excluding each of the interested directors to the extent of his own participation in the Private Placement, determined that the Private Placement is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as, at the time the Private Placement was agreed to, neither the fair market value of the securities to be distributed in the Private Placement nor the consideration to be received for those securities, insofar as the Private Placement involves the Insiders, exceeded 25% of the Company's market capitalization.

The table below sets out the shareholdings of the Insiders prior to and following completion of the Private Placement on a non-diluted basis:

Name	Shareholdings prior to the Private Placement		Shareholdings following the Private Placement	
	Number	Percentage	Number	Percentage <sup>(1)</sup>
Paul West-Sells	377,000	0.4%	390,000	0.4%
Julien Francois	237,000	0.2%	257,000	0.3%
Robert Gayton	165,400	0.2%	180,400	0.2%

(1) On a partially diluted basis assuming exercise of such Insiders’s Warrants acquired under the Private Placement.

In connection with the Private Placement, each of the Insiders entered into subscription agreements with the Company containing customary provisions and on the same terms as the arm's length subscribers to the Private Placement.

The Company did not file a material change report more than 21 days before the expected closing of the Private Placement as the details of the participation therein by related parties of the Company were not settled until shortly prior to closing of the Private Placement and the Company wished to close on an expedited basis for sound business reasons.

A copy of the Company’s news release dated February 8, 2018 is enclosed herewith as Schedule “A”.

**ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS**

Not applicable.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**ITEM 7. OMITTED INFORMATION**

No information has been omitted on the basis that it is confidential information.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Julien François, Chief Financial Officer  
Telephone: (604) 638-2497

**ITEM 9. DATE OF REPORT**

DATED February 14, 2018

**SCHEDULE "A"**

*See attached news release dated February 8, 2018*



## NEWS RELEASE

*NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWSWIRES*

February 8, 2018

Release 03-2018

### **WESTERN COPPER AND GOLD COMPLETES PRIVATE PLACEMENT**

VANCOUVER, B.C. Western Copper and Gold Corporation (“Western” or the “Company”) (TSX: WRN; NYSE American: WRN) announces that it has completed its previously announced non-brokered private placement (the “Private Placement”).

Under the Private Placement, the Company has issued 2,905,066 units (the “Units”) at a price of \$1.15 per Unit for aggregate gross proceeds of \$3.34 million. Each Unit consists of one common share of the Company (a “Share”) and half of one non-transferable warrant (each whole warrant, a “Warrant”). Each Warrant entitles the holder to purchase one additional Share at a price of \$1.75 until February 8, 2020.

All Shares, including Shares issued upon exercise of Warrants are subject to a hold period and may not be traded until June 9, 2018. The Company has also paid total finders’ fees of \$43,154 in respect of the private Placement.

The following insiders (the “Insiders”) participated in the Private Placement: Paul West-Sells, President and CEO - 13,000 Units; Julien François, Chief Financial Officer - 20,000 Units; and Robert Gayton, Director - 15,000 Units. The participation in the Private Placement by the Insiders constitutes a “related party transaction” as defined in Multilateral Instrument 61-101 (“MI 61-101”). This transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities issued to, nor the consideration paid by any of the Insiders exceeds 25% of the Company’s market capitalization.

The Company intends to use the net proceeds from the Private Placement for permitting and development of the Casino Project and for general corporate purposes.

The Company did not file a material change report more than 21 days before the expected closing of the Private Placement as the details of the participation therein by related parties of the Company were not settled until shortly prior to closing of the Private Placement and the Company wished to close on an expedited basis for sound business reasons.

### **ABOUT WESTERN COPPER AND GOLD CORPORATION**

Western Copper and Gold Corporation is developing the Casino Project, Canada’s premier copper-gold mine in the Yukon Territory and one of the most economic greenfield copper-gold mining projects in the world. For more information, visit [www.westerncopperandgold.com](http://www.westerncopperandgold.com).

On behalf of the board,

*“Paul West-Sells”*

**TSX: WRN**  
**NYSE American: WRN**

Dr. Paul West-Sells  
President and CEO  
Western Copper and Gold Corporation

For more information, please contact:

Chris Donaldson  
Manager, Corporate Development and Community  
604.638.2520 or [cdonaldson@westerncopperandgold.com](mailto:cdonaldson@westerncopperandgold.com)

*Cautionary Disclaimer Regarding Forward-Looking Statements and Information*

*This news release contains certain “forward-looking statements” as that term is defined in the United States Private Securities Litigation Reform Act of 1995 and “forward looking information” as that term is defined in National Instrument 51-102 (“NI 51-102”) of the Canadian Securities Administrators (collectively, “forward-looking statements”). Forward-looking statements are often, but not always, identified by words such as “expects”, “anticipates”, “believes”, “intends”, “estimates”, “potential”, “possible” and similar expressions, or statements that events, conditions or results “will”, “may”, “could” or “should” occur or be achieved. These forward-looking statements may include, but are not limited to, statements regarding the anticipated use of proceeds from the Private Placement. In making the forward-looking statements herein, the Company has applied certain material assumptions including, but not limited to, the assumption that general business conditions will not change in a materially adverse manner.*

*Forward-looking statements are statements about the future and are inherently uncertain, and actual results, performance or achievements of Western and its subsidiaries may differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements due to a variety of risks, uncertainties and other factors. Such risks and other factors include, among others, risks involved in fluctuations in gold, copper and other commodity prices and currency exchange rates; uncertainties related to the ability to raise sufficient financing in a timely manner and on acceptable terms; and other risks and uncertainties disclosed in Western’s AIF and Form 40-F, and other information released by Western and filed with the applicable regulatory agencies.*

*Western’s forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and Western does not assume, and expressly disclaims, any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as otherwise required by applicable securities legislation. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.*