

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

ITEM 1 **NAME AND ADDRESS OF COMPANY**

WOLFPACK GOLD Corp. (“Wolfpack” or the Company”)
5450 Riggins Court, Suite 5
Reno, Nevada
USA 89502

ITEM 2 **DATE OF MATERIAL CHANGE**

May 27, 2014

ITEM 3 **NEWS RELEASE**

May 27, 2014 in Reno, Nevada and distributed through Filing Services Canada Inc. (FSCWire).

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

The Company announced the close of a non-brokered private placement of 6,225,000 common shares at a price of \$0.10 per share for net proceeds to the Company of \$622,500. The shares issued are subject to a trading hold period until September 28, 2014.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

The Company announced the close of a non-brokered private placement of 6,225,000 common shares at a price of \$0.10 per share for net proceeds to the Company of \$622,500. The shares issued are subject to a trading hold period until September 28, 2014.

The proceeds will be used for transaction costs associated with the proposed plan of arrangement with Timberline Resources Corporation and for general working capital.

The announcement does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities referenced herein in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities referenced in the news release have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws and may not be offered or sold in the United States (as defined in Regulation S under the U.S. Securities Act) absent registration under the U.S. Securities Act and all applicable state securities laws or pursuant to an exemption from such registration requirements.

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

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICER

Nathan A. Tewalt
Telephone: (775) 284-1271

ITEM 9 DATE OF REPORT

Dated at Vancouver, B.C. this 28th day of May, 2014.