

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF ISSUER

Tudor Gold Corp. (the "**Company**")
Suite 900 – 1021 West Hastings Street
Vancouver, BC V6E 0C3

ITEM 2. DATE OF MATERIAL CHANGE

August 30, 2017

ITEM 3. NEWS RELEASE

Issued on August 30, 2017 and distributed through the facilities of Newsfile Corp. and filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has closed the second tranche of its previously announced non-brokered private placement of 925,000 flow-through common shares (the "**FT Shares**") at a price of \$0.80 per FT Share for aggregate gross proceeds of \$740,000.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

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

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Aris Morfopoulos, Chief Financial Officer
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ITEM 9. DATE OF REPORT

September 1, 2017

Tudor Gold Announces Closing of Second Tranche of Non-Brokered Private Placement

Vancouver, British Columbia--(Newsfile Corp. - August 30, 2017) - Tudor Gold Corp. (TSXV: TUD) (FSE: TUC) (the "Company" or "Tudor Gold") is pleased to announce that the Company has closed the second tranche of a previously announced non-brokered private placement (the "Offering"), consisting of 925,000 flow-through common shares of the Company (the "FT Shares") at a price of \$0.80 per FT Share, through an exclusive agreement with Secutor Capital Management Corp. ("Secutor") as the selling agent, for aggregate gross proceeds of \$740,000.

The proceeds from the sale of the FT Shares will be used to fund the significant drill program underway at the Company's properties and other Canadian eligible expenditures in the Golden Triangle of Northwestern B.C.

In connection with the Offering, the Company paid Secutor a cash finder's fee equal to 6% of the gross proceeds raised through the sale of the FT Shares to purchasers introduced to the Company by Secutor, as well as non-transferrable warrants ("Finder Warrants") equal to 6% of the total number of FT Shares sold to purchasers introduced to the Company by Secutor, each Finder Warrant entitling Secutor to acquire one common share of Tudor Gold at \$0.85 for a period of two years from closing.

All securities to be issued pursuant to the above referenced Offering will be subject to a statutory four-month hold period. The Offering is subject to final regulatory approval, including the final approval of the TSXV.

About Tudor Gold

Tudor Gold is a significant explorer in British Columbia's Golden Triangle, an area which hosts multiple past-producing mines and several large deposits that are approaching potential development. The Company has a 60% interest in both the Electrum and Treaty Creek properties, and a 100% interest in the Mackie, Eskay North, Orion, Fairweather, Delta and the High North properties, all of which are located in the Golden Triangle area.

"Walter Storm"

Walter Storm

President and Chief Executive Officer

For further information, please visit the company's website at www.tudor-gold.com or contact:

CHF Capital Markets

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Cautionary Statements regarding Forward-Looking Information

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially.

All statements including, without limitation, statements relating to the anticipated use of proceeds from the Offering and receipt of final regulatory approvals with respect to the Offering as well as any other future plans, objectives or expectations of the Company are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's plans or expectations include risks relating to the actual results of current exploration activities, fluctuating gold prices, possibility of equipment breakdowns and delays, exploration cost overruns, availability of capital and financing, general economic, market or business conditions, regulatory changes, timeliness of government or regulatory approvals and other risks detailed herein and from time to time in the filings made by the Company with securities regulators. The Company 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.

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