

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

**1. Name and Address of Company**

Banyan Gold Corp.  
166 Cougarstone Crescent SW  
Calgary, AB T3H 4Z5

**2. Date of Material Change**

June 22, 2017

**3. News Release**

A news release was disseminated through Filing Services Canada June 22, 2017.

**4. Summary of Material Change**

Banyan Gold Corp. completed a first tranche non-brokered private placement for \$600,000 in gross proceeds by issuing a total of four million shares at \$0.15 per share.

**5. Full Description of Material Change**

Banyan Gold Corp. completed a first tranche non-brokered private placement for \$600,000 in gross proceeds by issuing a total of four million shares at \$0.15 per share.

The first tranche private placement consists of four million flow-through shares (within the meaning of the Income Tax Act (Canada)), priced at 15 cents per share. Net proceeds will be used on the company's continuing summer exploration program at the Aurex-McQuesten and Hyland gold projects.

The shares issued will be subject to the customary four-month hold period.

A cash commission of \$28,860 was paid on part of the funds raised.

The first tranche closing is part of a larger flow-through financing whereby the company may issue up to 6,666,666 flow-through shares at 15 cents for total gross proceeds of \$1-million.

Cash commissions of up to 6.5 per cent may be paid on the financing.

Insiders participated for \$65,000 or 433,333 shares in the first tranche.

The Offering constitutes a "related party" transaction" under Multilateral Instrument 61-101 - Protection of Minority Holders in Special Transactions ("MI 61-101"). However, the Offering is not subject to the minority approval and valuation requirements under MI 61-101 as there is an applicable exemption from these requirements because neither the fair market value of the subject matter, nor the fair market value of the consideration, for the Offering, insofar as its involves the interested parties, exceeds 25% of the Company's market capitalization.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1 (20 or (3) of National Instrument 51-102.

**7. Omitted Information**

Not Applicable

**8. Executive Officer**

For further information, please contact:

David Rutt, Chief Financial Officer , at (604) 648-8450.

**9. Date of Report**

June 30, 2017