FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company

Pilot Gold Inc. (the "**Company**" or "**Pilot Gold**")
Suite 1900 – 1055 West Hastings Street
Vancouver, B.C. V6E 2E9

ITEM 2 Date of Material Change

October 27, 2016

ITEM 3 News Release

A news release announcing this material change was issued on October 27, 2016 through Marketwired and a copy has been filed under the Company's profile on SEDAR.

ITEM 4 Summary of Material Changes

On October 27, 2016, the Company entered into an agreement with a syndicate of underwriters co-led by RBC Capital Markets and National Bank Financial Inc. (collectively, the "Underwriters") pursuant to which the Underwriters have agreed to purchase, on a bought deal basis, 20,900,000 units of the Company (the Units") at a price of C$0.60 per Unit (the "Issue Price") for gross proceeds to the Company of C$12,540,000 (the "Offering").

ITEM 5 5.1 - Full Description of Material Change

The Company entered into an agreement pursuant to which the Underwriters agreed to purchase, on a bought deal basis, 20,900,000 Units at a price of C$0.60 per Unit, for gross proceeds of C$12,540,000. Each Unit will consist of one common share in the capital of the Company (each, a "Common Share"), and one half of one common share purchase warrant (each whole common share purchase warrant being a "Warrant"). Each Warrant will entitle the holder thereof to acquire one common share of the Company at a price of C$0.90 per share at any time prior to the date which is 30 months following the closing of the Offering.

As part of the Offering, the Company has granted the Underwriters an option, exercisable at any time, in whole or in part, until the date that is 30 days following the closing of the financing, to purchase up to an additional 15% of the number of Units sold to cover over-allotments, if any, and for market stabilization purposes. The Underwriters can elect to exercise the option for Units, common shares only, or warrants only, or any combination thereof.

The Units will be issued under a short form prospectus to be filed with the securities commissions in each of the provinces of Canada, except Québec and offered in the United States on a private placement basis pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended.

5.2 - Disclosure for Restructuring Transactions

None.

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

Not applicable.

ITEM 7 Omitted Information

Not applicable.

ITEM 8 Executive Officer

For further information, please contact John Wenger, Chief Financial Officer and Corporate Secretary, (604) 632-4677.

ITEM 9 Date of Report

This Material Change Report is dated as of October 28, 2016.