NOTICE OF CHANGE OF CORPORATE STRUCTURE

(Pursuant to section 4.9 of National Instrument 51-102)

Trifecta Gold Ltd. became a reporting issuer in British Columbia and Alberta other than by way of filing a prospectus. Accordingly, the information contained in this "Notice of Change of Corporate Structure" is required pursuant to the provisions of section 4.9 of National Instrument 51-102.

1. Name of Parties to Transaction

Trifecta Gold Ltd. ("Trifecta"), Strategic Metals Ltd. ("Strategic") and the shareholders of Strategic were parties to a plan of arrangement (the "Plan of Arrangement"), as approved by Strategic's shareholders by way of Special Resolution dated April 21, 2017, as approved by the Supreme Court of British Columbia by final Order dated April 25, 2017, and as filed with the Registrar of Companies for British Columbia on June 9, 2017.

2. Description of the Transaction

Pursuant to the Plan of Arrangement, Strategic distributed to its own shareholders of record as of May 31, 2017 a total of 19,872,254 common shares. Strategic continues to hold 2,127,747 Trifecta common shares for investment purposes, representing 9.19% of the 23,150,001 Trifecta common shares currently outstanding.

As part of the Plan of Arrangement, Trifecta's common shares have been conditionally accepted for listing on Tier 2 of the TSX Venture Exchange (the "Exchange"), subject to Trifecta satisfying all of the Exchange's conditions for listing.

(Strategic acquired a total of 22,000,000 common shares of Trifecta pursuant to two Subscription Agreements (7,500,000 common shares at a price of $0.10 per share) and a Property Purchase Agreement (14,500,000 common shares at a deemed price of $0.10 per share) in December 2016 and January 2017 as the initial stage of the Plan of Arrangement.)

3. Effective Date of the Transaction

The Plan of Arrangement, together with the final Order of the Supreme Court of British Columbia approving same, were filed with the Registrar of Companies for British Columbia on June 9, 2017.

4. Date of First Financial Year-End

The date of Trifecta's first financial year-end after the completion of the Plan of Arrangement will be December 31, 2017.

5. Periods of Interim and Annual Financial Statements required to be filed for the first financial year

Trifecta has filed or will file the following interim and annual financial statements for its first financial year after the completion of the Plan of Arrangement:

(a) interim financial statements for the period ended March 31, 2017;

(b) interim financial statements for the period ended June 30, 2017;

(c) interim financial statements for the period ended September 30, 2017; and

(d) annual financial statements for the financial year ended December 31, 2017.

6. Documents filed under National Instrument 51-102

The following documents have been filed on SEDAR in connection with the Plan of Arrangement:

(a) by Strategic Metals Ltd.:

(i) Management Proxy Materials in connection with the Special General Meeting of its shareholders held on April 21, 2017, at which the Plan of Arrangement was approved by way of Special Resolution – as filed on March 17, 2017

(b) by Trifecta Gold Ltd.:

(i) the Listing Application dated May 23, 2017 in the Exchange's Form 2B – as filed on June 12, 2017

DATED this 12th day of June, 2017.

"Glenn R. Yeadon"
Glenn R. Yeadon
Secretary of Trifecta Gold Ltd.

Address:

Trifecta Gold Ltd.
Suite 1016 – 510 West Hastings Street
Vancouver, B.C.
V6B 1L8