

Form 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

Engineer Gold Mines Ltd. (the “Issuer”)
804 – 750 West Pender Street
Vancouver, British Columbia
V6C 2T7

2. Date of Material Change

June 1, 2018

3. News Release

On June 4, 2018, a news release was issued and disseminated and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

4. Summary of Material Change

The Issuer and Blind Creek Resources Ltd. (“**Blind Creek**”) announced the completion of the plan of arrangement (the “**Plan of Arrangement**”) effective June 1, 2018 (the “**Effective Date**”) pursuant to the terms of an arrangement agreement dated January 19, 2018.

5. Full Description of Material Change

The Issuer and Blind Creek announced the completion of the Plan of Arrangement effective as of the Effective Date. On the Effective Date, Blind Creek transferred the Engineer Gold Mines mineral resource property (the “**Engineer Gold Mine Property**”) to the Issuer and the Issuer issued 12,863,525 common shares (the “**Consideration Shares**”) as consideration to Blind Creek for the Engineer Gold Mine Property. Blind Creek will distribute the Consideration Shares to the shareholders of record of Blind Creek as of the close of trading on the Effective Date, all pursuant to the Plan of Arrangement. Each Blind Creek shareholder will retain their Blind Creek common shares and be entitled to receive one common share of the Issuer for each two common share of Blind Creek held on the Effective Date.

As of the Effective Date, the escrow release conditions in connection with the subscription receipt (the “**Subscription Receipts**”) financing of the Issuer (the “**Financing**”) were satisfied and the release notice has been provided to the escrow agent (the “**Release Notice**”). As a result, the escrow agent has released the proceeds of the Financing to the Issuer in accordance with the instructions in the Release Notice and the Subscription Receipts have been exercised for units of the Issuer (the “**Units**”), each such Unit comprised of one common share of the Issuer and one half of one share purchase warrant (the “**Warrants**”), with each whole Warrant exercisable to acquire one common share of the Issuer at a price of \$0.15 per share until June 1, 2020. As a result, in connection with the Financing, the Issuer issued 7,600,000 common shares and 3,800,000 Warrants on the Effective Date, so that the total issued and outstanding common shares of the Issuer on a non-diluted basis is 20,463,525 and 24,263,525 on a fully diluted basis.

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

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

For further information, please contact Brian Fowler, President, tel: (604) 617-8191.

9. **Date of Report**

June 4, 2018