

NOTICE OF CHANGE IN CORPORATE STRUCTURE

PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102

Engineer Gold Mines Ltd. (the “**Engineer Gold Mines**”) hereby gives notice pursuant to section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”) as follows:

1. Names of the parties to the transaction:

Engineer Gold Mines Ltd.
Blind Creek Resources Ltd. (“Blind Creek”)

2. Description of the transaction:

By statutory arrangement (the “**Arrangement**”) under Section 288 of the *Business Corporations Act* (British Columbia) among Blind Creek, the securityholders of Blind Creek and Engineer Gold Mines, Engineer Gold Mines Ltd. became a reporting issuer in British Columbia (principal regulator), Alberta, Saskatchewan and Yukon and is a “venture issuer” as that term is defined by applicable legislation.

Pursuant to the Arrangement, Blind Creek transferred the Engineer mines mineral resource property located 32 km southwest of Atlin, British Columbia (the “**Engineer Gold Mines Project**”) to Engineer Gold Mines. Blind Creek transferred the Engineer Gold Mines Project to Engineer Gold Mines in consideration of that number of Engineer Gold Mines common shares equal to one-half of the number of issued and outstanding common shares of Blind Creek on June 1, 2018, or 12,863,525 common shares of Engineer Gold Mines (the “**Consideration Shares**”). Pursuant to the Arrangement, Blind Creek will distribute 100% of the Consideration Shares to Blind Creek shareholders on a pro rata basis. Blind Creek shareholders will be entitled to receive one Consideration Share for every two common shares of Blind Creek held as of June 1, 2018. There will be no change in shareholders' holdings in Blind Creek as a result of the Arrangement.

3. Effective date of the transaction:

The Arrangement was effective June 1, 2018.

4. Names of each party, if any, that ceased to be a reporting issuer subsequent to the transaction and of each continuing entity:

Engineer Gold Mines Ltd. became, as of the Effective Date of the Arrangement, a reporting issuer in British Columbia, Alberta, Saskatchewan and Yukon.

Blind Creek was prior to, and continues to be subsequent to, the Arrangement a reporting issuer in British Columbia, Alberta, Saskatchewan, Ontario and Yukon.

No party ceased to be a reporting issuer as a result of the Arrangement.

5. Date of the reporting issuer’s first financial year-end subsequent to the transaction, if sections 4.9(a) or 4.9(b)(ii) of NI 51-102 are applicable:

November 30, 2018.

6. **The periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the transaction if sections 4.9(a) or 4.9(b)(ii) of NI 51-102 are applicable:**

Period from incorporation January 17, 2018 to:		
February 28, 2018 ⁽¹⁾ (interim financial statements)	Statement of financial position	As at February 28, 2018
	Statement of comprehensive income, statement of changes in equity and statement of cash flows	Interim period ended February 28, 2018
May 31, 2018 (interim financial statements)	Statement of financial position	As at May 31, 2018
	Statement of comprehensive income, statement of changes in equity and statement of cash flows	Interim three month period ended May 31, 2018
August 31, 2018 (interim financial statements)	Statement of financial position	As at August 31, 2018
	Statement of comprehensive income, statement of changes in equity and statement of cash flows	Interim three month period ended August 31, 2018
November 30, 2018 (annual financial statements)	Statement of financial position	As at November 30, 2018
	Statement of comprehensive income, statement of changes in equity and statement of cash flows	Annual period ended November 30, 2018

Notes:

(1) These audited financial statements for the period from incorporation to February 28, 2018 were included in the information circular of Blind Creek dated April 18, 2018 available on www.SEDAR.com under Engineer Gold Mines Ltd.'s profile.

7. **Documents filed under NI 51-102 that described the transaction, if sections 4.9(a) or 4.9(b)(ii) of NI 51-102 are applicable.**

Information Circular dated April 18, 2018;
Listing Application dated April 13, 2018;
Press Release dated January 19, 2018;
Press Release dated March 27, 2018;
Press Release dated April 25, 2018;
Press Release dated April 30, 2018;
Press Release dated May 28, 2018;
Press Release dated May 29, 2018;

each of which has been electronically filed with regulators and is available for viewing at www.SEDAR.com under Engineer Gold Mines Ltd.'s issuer profile.

8. **DATED** the 1st day of June, 2018.