

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

Item 1: Name and Address of Issuer

ML Gold Corp. (the "Company") ("ML Gold")
Suite 2000-1177 West Hastings Street
Vancouver, British Columbia
V6E 2K3

Item 2: Date of Material Change

April 18, 2017

Item 3: Date of news Release

The news release was issued on April 18, 2017 through Canada Stockwatch, Market News and other dissemination services.

Item 4: Summary of Material Change:

The Company reports it has entered into a binding letter of intent (the "Letter of Intent") with Accend Capital Corporation ("Accend"), a capital pool company listed on the TSX Venture Exchange (TSXV: ADP.H). The Letter of Intent provides for Accend to acquire (the "Transaction") 100% of the Company's Block 103 iron ore property ("Block 103" or the "Property").

In consideration for the Property, the Company has agreed to complete a series of cash payments and share issuances to ML Gold on the following terms:

Closing: A cash payment of \$200,000 and the issuance of 12,000,000 common shares of the Company (the "Consideration Shares").

Two-year Anniversary of Closing: A cash payment of \$800,000 (ML Gold will be entitled to receive 10% of the gross proceeds of any financing completed by the Company following closing of the Transaction as a credit towards this payment).

Completion of Pre-Feasibility Study on the Property: A cash payment of \$5,000,000, or at the election of the Company an equivalent value of common shares of the Company.

Completion of Bankable Feasibility Study on the Property: A cash payment of \$15,000,000 or, at the election of the Company, an equivalent value of common shares of the Company.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

See Attached News Release.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6: Reliance on Section 7.1 of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7: Omitted Information

There is no omitted information.

Item 8: Executive Officer

Andrew Bowering, Chairman, (604) 669-2279

Item 9: Date of Report

April 18, 2017

April 18, 2017

ML GOLD TO SELL BLOCK 103 IRON ORE ASSET

ML Gold Corp. (TSX-V: MLG; FSE: XOVN.F) (“ML Gold” or the “Company”) reports it has entered into a binding letter of intent (the “Letter of Intent”) with Accend Capital Corporation (“Accend”), a capital pool company listed on the TSX Venture Exchange (TSXV: ADP.H). The Letter of Intent provides for Accend to acquire (the “Transaction”) 100% of the Company’s Block 103 iron ore property (“Block 103” or the “Property”).

The Block 103 Property comprises a series of mineral licenses, located in the Labrador Trough, Newfoundland and Labrador, approximately 30 kilometres northwest of the mining town of Schefferville, Quebec. Block 103 was subject to extensive exploration and geological work by the Company from 2011 to 2013, including 28,000 metres of drilling in 115 drill holes.

In consideration for the sale of Block 103, the Company will receive a series of cash payments and share issuances from Accend as follows:

Closing:	A cash payment of \$200,000 and the issuance of 12,000,000 common shares of Accend (the “Consideration Shares”).
Two-year Anniversary of Closing:	A cash payment of \$800,000 (the Company will be entitled to receive 10% of the gross proceeds of any financing completed by Accend following closing of the Transaction as a credit towards this payment).
Completion of Pre-Feasibility Study on the Property:	A cash payment of \$5,000,000, or at the election of Accend an equivalent value of common shares of Accend.
Completion of Bankable Feasibility Study on the Property:	A cash payment of \$15,000,000 or, at the election of Accend, an equivalent value of common shares of Accend.

The Consideration Shares will be subject to the terms of a voluntary pooling arrangement made in accordance with the policies of the TSX Venture Exchange (the “Exchange”). In addition, the Consideration Shares will be subject to a four-month hold period from the date of their issue.

Adrian Smith, President of ML Gold commented, "This sale monetises ML Gold's interest in the Block 103 Property while continuing to benefit from exposure to the iron ore space as significant shareholders, further capitalizing on the advancement and development of the project. This allows ML Gold to focus on our Palmetto Gold Project in Nevada and our Later and Aspen Copper Gold Projects in British Columbia."

The Letter of Intent calls on the parties to enter into a definitive agreement and provides for a due diligence period ending May 31, 2017. The Transaction is expected to act as Accend's "Qualifying Transaction" as that term is defined in the policies of the Exchange.

The Transaction and associated transactions are subject to regulatory approval including the approval of the Exchange.

ABOUT ML GOLD CORP.

ML Gold Corp. is a Canadian listed Company, focused on creating shareholder value through discoveries and strategic development of mineral properties in Canada and the United States.

For additional information please visit the Company's website at www.mlgoldcorp.com. You may also email info@mlgoldcorp.com or call investor relations at (604) 669-2279.

ML GOLD CORP.

"Andrew Bowering"

Andrew Bowering

Chairman

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This news release may contain certain "Forward-Looking Statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. When or if used in this news release, the words "anticipate", "believe", "estimate", "expect", "target", "plan", "forecast", "may", "schedule" and similar words or expressions identify forward-looking statements or information. These forward-looking statements or information may relate to future prices of commodities including gold, accuracy of mineral or resource exploration activity, reserves or resources, regulatory or government requirements or approvals, the reliability of third party information, continued access to mineral properties or infrastructure, currency risks including the exchange rate of US\$ for CDN\$, changes in exploration costs and government royalties or taxes in Canada, the United States or other jurisdictions and other factors or information. Such statements represent the Company's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.