

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

Item 1: Name and Address of Issuer

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

Item 2: Date of Material Change

June 29th 2018

Item 3: Date of news Release

The news release was issued on June 29th, 2018

Item 4: Summary of Material Change:

ML Gold Corp. is pleased to announce the closing of its previously announced non-brokered private placement (the "Private Placement") announced June 13, 2018.

Proceeds of the closing of the Private Placement are \$1,624,000. The Private Placement consisted of the issuance of 12,737,500 non flow-through units (the "NFT Units") at a price of \$0.08 per NFT Unit and 6,050,000 flow-through units (the "FT Units") at \$0.10 per FT Unit.

Each NFT Unit at \$0.08 is comprised of one common share in the capital of the Company (each, an "NFT Share") and one full non-transferable share purchase warrant (the "NFT Warrants"). Each NFT Warrant is exercisable into one common share at a price of \$0.12 for a period of two years.

Each FT Unit at \$0.10 is comprised of one flow-through common share (an "FT Shares") and one half of one non-transferable share purchase warrant (the "FT Unit Warrants"). Each full FT Unit Warrant is exercisable into one NFT Share at a price of \$0.14 for a period of two years.

The NFT Shares and FT Shares, including any NFT Shares issuable upon exercise of FT Warrants and NFT Warrants, all are subject to a hold period expiring on Oct 27, 2018.

A total of \$38,160, in cash, 357,000 NFT broker warrants and 296,000 FT broker warrants were issued as finder's fees on the Private Placement.

The net proceeds from the Private Placement will be used for general working capital purposes and exploration of the Company's Stars Property.

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, CEO, (604) 669 2279

Item 9: Date of Report

July 6th 2018

June 29, 2018

ML Gold Closing of Financing

ML Gold Corp. (TSX-V: MLG; FSE: XOVN.F) (“ML Gold” or the “Company”) is pleased to announce the closing of its previously announced non-brokered private placement (the “Private Placement”) announced June 13, 2018.

Proceeds of the closing of the Private Placement are \$1,624,000. The Private Placement consisted of the issuance of 12,737,500 non flow-through units (the “NFT Units”) at a price of \$0.08 per NFT Unit and 6,050,000 flow-through units (the “FT Units”) at \$0.10 per FT Unit.

Each NFT Unit at \$0.08 is comprised of one common share in the capital of the Company (each, an “NFT Share”) and one full non-transferable share purchase warrant (the “NFT Warrants”). Each NFT Warrant is exercisable into one common share at a price of \$0.12 for a period of two years.

Each FT Unit at \$0.10 is comprised of one flow-through common share (an “FT Shares”) and one half of one non-transferable share purchase warrant (the “FT Unit Warrants”). Each full FT Unit Warrant is exercisable into one NFT Share at a price of \$0.14 for a period of two years.

The NFT Shares and FT Shares, including any NFT Shares issuable upon exercise of FT Warrants and NFT Warrants, all are subject to a hold period expiring on Oct 27, 2018.

A total of \$38,160, in cash, 357,000 NFT broker warrants and 296,000 FT broker warrants were issued as finder’s fees on the Private Placement.

The net proceeds from the Private Placement will be used for general working capital purposes and exploration of the Company’s Stars Property.

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.

“Adrian Smith”

Adrian Smith
President



Suite 2000 – 1177 West Hastings St
Vancouver, BC Canada V6E 2K3
T: 604-669-2279 / F: 604-602-1606
info@cap-ex.ca

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

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, 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.