

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Dixie Gold Inc. (the “Company”)
810 – 789 West Pender Street
Vancouver, British Columbia
V6C 1H2

Item 2 Date of Material Change

November 3, 2021

Item 3 News Release

The news release was disseminated on November 3, 2021 by way of the facilities of Accesswire. Copies were also forwarded to the applicable Securities Commissions via SEDAR.

Item 4 Summary of Material Change

The Company announced that it has executed a definitive agreement with a subsidiary of Barrick Gold Corp. (“**Barrick Gold**”) whereby Dixie Gold has granted the right to Barrick Gold, as operator, to earn-in on its Red Lake project situated near Red Lake, Ontario, Canada.

Item 5.1 Full Description of Material Change

Please see the attached news release for a full description of the material change.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 5 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 6 Omitted Information

Not applicable.

Item 7 Executive Officer

Ryan Kalt, Chairman & Chief Executive Officer
Telephone: (604) 687-2038

Item 9 Date of Report

November 4, 2021



Dixie Gold Inc. Announces Agreement with Barrick Gold

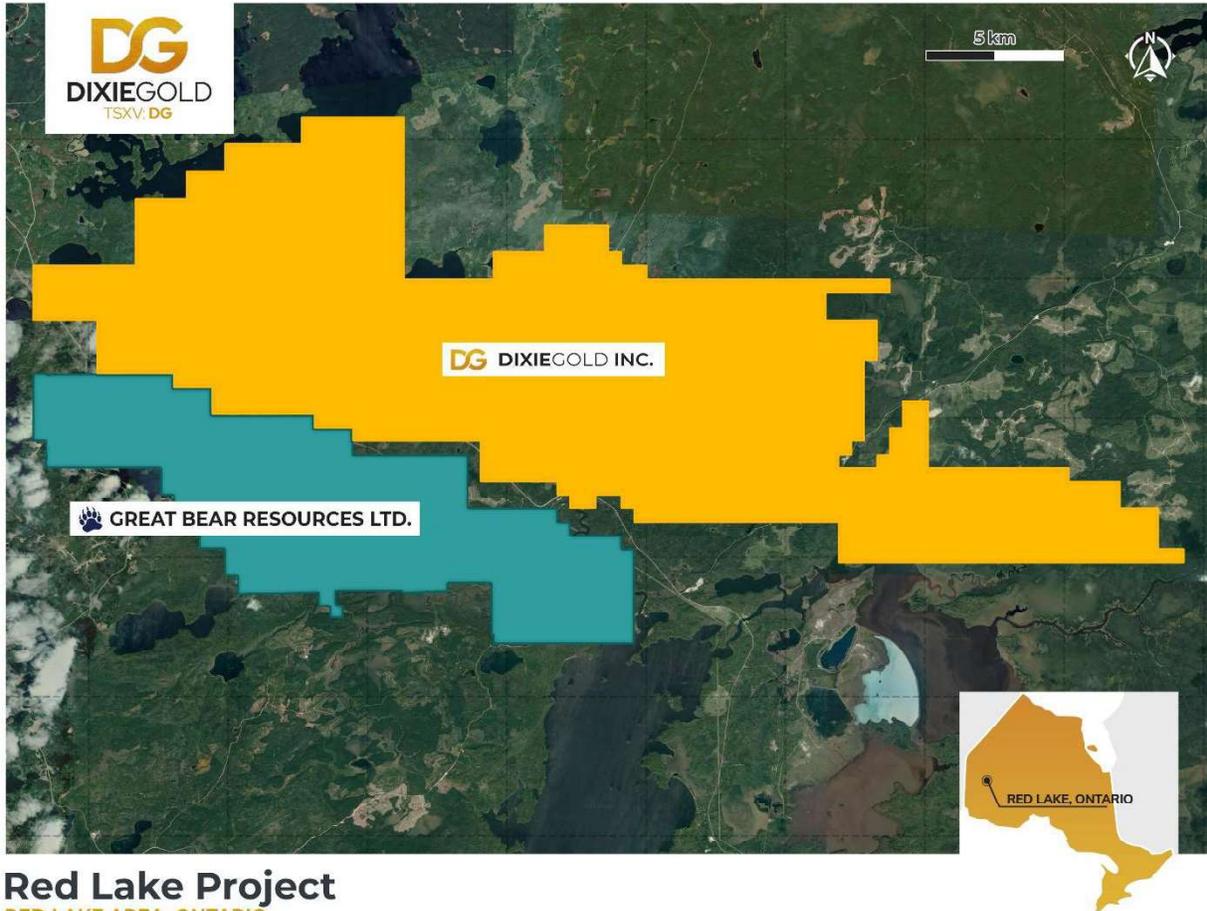
Vancouver, British Columbia – November 3, 2021 – Dixie Gold Inc. (TSX VENTURE: DG) (“**Dixie Gold**” or the “**Corporation**”) is pleased to announce that it has executed a definitive agreement with a subsidiary of Barrick Gold Corp. (“**Barrick Gold**”) whereby Dixie Gold has granted the right to Barrick Gold, as operator, to earn-in on its Red Lake project (the “**Red Lake Gold Project**”) situated near Red Lake, Ontario, Canada (the “**Earn-In Agreement**”).

“Today’s announcement is a milestone event for Dixie Gold and its Red Lake Gold Project. We have been focused and patient in advancing our Red Lake Gold Project since its acquisition less than 2 years ago. We believe our news today to platform-in Barrick Gold as the project partner speaks to the tier-one potential of the asset and to our strategy. Barrick Gold is one of the world’s largest gold producers and their technical team represents the pinnacle of gold discovery expertise.

Our agreement with Barrick Gold not only sets the stage for potentially millions of dollars of exploration work, but it would also culminate in the definition of a significant 43-101 gold resource prior to any project interest being assigned. As further outlined in this news release, the agreement reached with Barrick Gold also conditionally provides that Dixie Gold may request that Barrick Gold assist with Dixie Gold’s share of potential mine construction costs, including the effective pass-through of Barrick Gold’s cost of capital, a tremendous advantage for a junior exploration entity such as Dixie Gold.

This unique and collaborative agreement between the teams at Barrick Gold and Dixie Gold sets the stage for significant project-advancement while positioning our company to sustain its compelling investor-focused share structure,” stated Ryan Kalt, Chairman & CEO of Dixie Gold.

Through its Red Lake Gold Project, Dixie Gold holds a large district-scale gold exploration project covering approx. 25,269 ha of mining rights. The project is situated immediately adjacent and contiguous to the Dixie Project being advanced by neighbouring exploration junior Great Bear Resources Ltd.



Red Lake Project

RED LAKE AREA, ONTARIO

Figure One: Dixie Gold Inc. – Red Lake Project Map

Details on the Earn-In Agreement

The Earn-In Agreement as between Dixie Gold and Barrick Gold is subject to a variety of industry standard earn-in provisions, with key material terms being that:

- 1) Barrick Gold may earn a 70% interest in the Red Lake Gold Project by incurring, in full, an aggregate of at least \$4,000,000 of exploration expenditures within 48 months of the Earn-In Agreement (of which at least \$500,000 is a guaranteed expenditure in the first twelve months) (the “**Expenditure Period**”);

and

deliver a 43-101 compliant technical report in respect of Dixie Gold’s Red Lake Gold Project that establishes a mineral resource of at least half a million ounces of gold (or gold-equivalent ounces) (the “**500,000 Ounce Gold Resource**”) as prepared in accordance with the requirements of National Instrument 43-101 and published within a further 12-months from the Expenditure Period.

- 2) Subject to a successful earn-in by Barrick Gold, Dixie Gold and Barrick Gold shall establish a joint-venture corporation (the “**JV Corp.**”), to be held on the basis of 30% as to Dixie Gold and 70% as to Barrick Gold.
- 3) Dixie Gold may, at its sole discretionary election, avail itself of certain development funding options, including whereby upon approval of a feasibility study within the JV Corp., Dixie Gold may request that Barrick Gold provide or otherwise successfully arrange third-party financing of Dixie Gold’s portion of any debt financing required for the development and construction of an operating mine (the “**Mine Financing Mechanism**”), in consideration for a further 10% allocation out of Dixie Gold’s 30% allocation in the JV Corp. Among other provisions, the Mine Financing Mechanism outlines that funding from Barrick Gold shall be facilitated at an interest rate equal to Barrick Gold’s cost of capital, with 80% of initial free cash flow related to the Dixie Gold interest being allocated to repayment.
- 4) If either Dixie Gold or Barrick Gold’s interest in the JV Corp. declines below a 10% threshold, then that party’s interest shall, as applicable, convert to a 1% NSR.

Additional announcements related to forward exploration-plans and results as associated with the Red Lake Gold Project will be issued by the parties in normal course.

Qualified person

Harrison Cookenboo Ph.D., P.Geo. and a QP by the standards of Canadian National Instrument 43-101, has reviewed the scientific and technical information in this news release and has approved the disclosure herein.

About Dixie Gold Inc.

Dixie Gold Inc. (TSXV: DG) is a publicly-traded exploration company involved in a diverse portfolio of high-impact exploration projects in Canada.

The Company has 25,737,188 common shares issued, with no warrants outstanding.

For more information, please visit www.dixiegold.ca

Signed,

Ryan Kalt
Chief Executive Officer
Dixie Gold Inc.

Forward-Looking Statements

This news release contains forward-looking statements. Forward-looking statements address future events and conditions and therefore, involve inherent risks and uncertainties. Actual results may differ materially from those currently expected or forecast in such statements.

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.

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