

## FORM 51-102F3 - MATERIAL CHANGE REPORT

**1. NAME AND ADDRESS OF COMPANY**

Miranda Gold Corp.  
15381 – 36<sup>th</sup> Avenue  
Surrey, British Columbia  
V3Z 0J5

**2. DATE OF MATERIAL CHANGE**

September 11, 2018

**3. NEWS RELEASE**

News release dated September 11, 2018 was disseminated via Stockwatch and Market News Publishing Inc.

**4. SUMMARY OF MATERIAL CHANGE**

Miranda Gold Corp. announced a proposed \$1.5 million non-brokered private placement and concurrent share consolidation.

**5. FULL DESCRIPTION OF MATERIAL CHANGE**

Miranda Gold Corp. (the “**Company**”) announced that it is offering on a non-brokered private placement basis up to 6,000,000 units at a price of \$0.25 per unit for gross proceeds of up to \$1,500,000. Each unit will consist of one post-consolidated common share and one share purchase warrant exercisable into a post-consolidated common share at a price of \$0.50 per share for a period of five years. This offering replaces the financing announced in the Company’s August 29 news release.

Prior to completion of the offering, the Company plans to consolidate its outstanding common shares on the basis of 10 existing common shares for each post-consolidated common share. The Company’s name and trading symbol will remain unchanged.

Proceeds from the private placement will be used to advance exploration on the Company’s Columbia projects and to fund potential acquisitions in Colombia, as well as for general working capital. The Company may pay a finder’s fee of up to 6% cash on a portion of the private placement. All securities issued in connection with the private placement will be subject to a four month hold period from the closing date. The share consolidation and the private placement are subject to TSX Venture Exchange approval.

After completion of the share consolidation and the private placement, the issued and outstanding capital of the Company will be approximately 19,251,757 common shares before exercise of outstanding options and warrants as adjusted for the share consolidation.

**6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**7. OMITTED INFORMATION**

Not applicable.

**8. EXECUTIVE OFFICER**

Len Goldsmith  
Corporate Secretary  
15381 – 36<sup>th</sup> Avenue  
Surrey, British Columbia  
V3Z 0J5  
Phone: (604) 417-4653

**9. DATE OF REPORT**

September 14, 2018