

MATERIAL CHANGE REPORT
Form 51-102F3

Item 1 **Name and Address of Company**

Brigadier Gold Limited (“Brigadier” or the “Corporation”)
82 Richmond Street East
Suite 200
Toronto, Ontario
M5C 1P1

Item 2 **Date of Material Change**

December 21, 2018.

Item 3 **News Release**

The Corporation issued a press release relating to the material change described herein on December 21, 2018, through Globenewswire.

Item 4 **Summary of Material Change**

On December 21, 2018, the Corporation announced that it had completed a private placement financing through the issuance of 10,000,000 units (the “Units”) at a price of \$0.05 per Unit. Each Unit consisted of one common share (a “Common Share”) and one common share purchase warrant (a “Warrant”). Each Warrant entitles the holder to acquire one (1) common share at an exercise price of \$0.10 until December 21, 2019.

Item 5 **Full Description of Material Change**

5.1 Full Description of Material Change

For a full description of the material change, please refer to the press release of the Corporation dated December 21, 2018, attached hereto as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 **Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

Item 7 **Omitted Information**

Not applicable.

Item 8 **Executive Officer**

The name and business number of an executive officer of the Corporation who is knowledgeable about the material change and this report is: Grant Hall, President and C.E.O. (520) 668-4101.

Item 9 **Date of Report**

This report is dated December 21, 2018.

SCHEDULE "A"

Brigadier Gold Closes Private Placement

Toronto, Ontario – (December 21, 2018) – Brigadier Gold Limited ("Brigadier" or the "Company") (BRG.H) is pleased to announce the closing of a private placement offering (the "Offering") of \$500,000 of gross proceeds based on the issuance of 10,000,000 units (the "Units") at a price of \$0.05 per Unit. Each Unit consists of one common share (a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one (1) common share at an exercise price of \$0.10 until December 21, 2019. The Common Shares and Warrants are subject to a resale restriction until April 22, 2019. Closing of the Offering remains subject to receipt of all necessary regulatory approvals, including final approval of the TSX Venture Exchange.

The net proceeds of the private placement will be used for the repayment of outstanding debt as well as general corporate purposes while the Company continues to evaluate various corporate strategies and opportunities.

For further information, please contact Bev Funston, Director at (604) 921-1810.

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.

Contact Information

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