

MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

New Dimension Resources Ltd. (the "Company")
910 – 789 West Pender Street
Vancouver, B.C. V6C 1H2

ITEM 2. DATE OF MATERIAL CHANGE

May 15, 2018

ITEM 3. NEWS RELEASE

On May 15, 2018, an announcement reporting the material change was issued and filed on SEDAR and distributed through the facilities of Cision formerly CNW.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced the completion of its previously announced, February 20, 2018, acquisition of a 100% interest in the Las Calandrias, Los Cisnes, and Sierra Blanca gold-silver projects located in Argentina; a consolidation of its shares on a 2.5 old for 1 new post-consolidated share; completion of its private placement of 34,772,727 post-consolidated shares @ \$0.11 per share for gross proceeds of \$3.8M; the further issuance of 4,972,521 post-consolidated shares in settlement of certain outstanding debt; senior management changes; and provided early warning notification of a new holder of 10.3% of the Company's shares.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company has acquired a 100% interest in the Las Calandrias, Los Cisnes, and Sierra Blanca high grade gold-silver projects located in Santa Cruz province, Argentina (the "Transaction") from Sandstorm Gold Ltd. (TSX: SSL, NYSE American: SAND) ("Sandstorm"). The Transaction was announced on February 20, 2018.

Acquisition of Santa Cruz Properties

New Dimension has acquired a 100% interest in the Santa Cruz Properties through an agreement dated February 19, 2018 amongst Sandstorm, New Dimension and certain subsidiaries of each entity. The agreement is available on the Company's SEDAR profile at www.sedar.com. Consideration for the acquisition is payable as:

- A \$400,000 amount payable to Sandstorm in cash or shares at New Dimension's election on each anniversary of the acquisition, until December 31, 2032 or earlier if certain events occur, including commencement of commercial production;
- a 2% net smelter returns royalty ("NSR") on each of the Santa Cruz Properties, pursuant to NSR agreements.

Concurrent with closing the Company expects to initiate a 5,000m drill program on high grade gold-silver targets at both the Las Calandrias and Los Cisnes Projects. In parallel, the Company will continue to generate targets on its Sierra Blanca Project and elsewhere within the regional property portfolio for future drill testing.

Senior Management Changes

Concurrent with the closing of the Transaction, Eric Roth, Ph.D. (Economic Geology), F.AusIMM, F.SEG, former Chief Operating Officer of Mariana Resources and current director of the Company, has been appointed President and Chief Executive Officer of New Dimension. Fred Hewett, current President & CEO will remain on the Company's Board of Directors.

In addition, the following management changes will also be completed upon closing:

- Karen Davies has assumed the role of VP Investor Relations (“IR”) for New Dimension. Karen was previously IR representative for Mariana Resources, and takes over this role from Nancy Curry.
- Kathryn Witter has assumed the role of Corporate Secretary for New Dimension, taking over the role from Brenda Nowak. Kathryn had previously been Canadian Corporate Secretary for Mariana Resources.

Share Consolidation

Prior to the closing of the Transaction, the Company completed a consolidation of its issued common shares on the basis of one (1) post-consolidated share for every 2.5 pre-consolidated shares. The Company anticipates that the Company’s common shares will commence trading on May 17, 2018.

Closing of Private Placement

The Company also announced the closing of an oversubscribed Private Placement through which 34,772,727 post-consolidated shares were issued at a price of \$0.11 for gross proceeds of approximately \$3.8M. The securities issued through the Private Placement are subject to a statutory hold period in Canada expiring September 15, 2018 (four months and one day from the issuing date). Cash fees of 6% (for a total of \$100,393) were paid to finders in the Private Placement. The net proceeds from the Private Placement will be used for exploration activities and to advance the Argentinean portfolio. The Company also issued an additional 4,972,521 post-consolidated common shares to Sandstorm to settle outstanding debt owed by New Dimension to Sandstorm in connection with the acquisition of the Santa Cruz Properties.

Upon closing of the Private Placement, Sandstorm will become New Dimension’s largest shareholder with approximately 10.3% of the issued common shares of the Company. Management and Directors also participated in the Private Placement and will collectively hold 14.1% of the issued common shares of the Company.

Early Warning Disclosure

Pursuant to National Instrument 62-103 - The Early Warning System and Related Take Over Bid and Insider Reporting Issues, Sandstorm is announcing the acquisition of an aggregate of 5,010,612 common shares (“New Dimension Shares”) of New Dimension. Sandstorm acquired 38,091 shares pursuant to the Private Placement conducted by New Dimension. The remaining 4,972,521 shares were acquired by Sandstorm upon the conversion of certain debt owed by New Dimension to Sandstorm in connection with the Argentina transaction. With the acquisition of New Dimension Shares, Sandstorm now holds approximately 10.3% of the outstanding common shares.

The acquisition of the New Dimension Shares by Sandstorm was effected for investment purposes. Sandstorm may from time to time acquire additional securities of New Dimension, dispose of some or all of the existing or additional securities it holds or will hold, or may continue to hold its current position.

The early warning report, as required under National Instrument 62-103, contains additional information with respect to the foregoing matters and will be filed by Sandstorm on New Dimension’s SEDAR profile at www.sedar.com.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

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

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Eric Roth, Chief Executive Officer
Telephone: 011-510848062 or (604) 410-2277

ITEM 9. DATE OF REPORT

May 16, 2018.