

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

Item One – Name and Address of Company

Antler Gold Inc.
Suite 2001-1969 Upper Water Street
Halifax, Nova Scotia
B3J 3R7

Item Two - Date of Material Change

December 13, 2017

Item Three - News Release

A news release was issued on December 13, 2017, via CNW.

Item Four - Summary of Material Change

On December 13, 2017, Antler Gold Inc. (“**Antler**”) (TSX-V:ANTL) announced the completion of the first phase core drilling program at the Wilding Lake Gold Project in central Newfoundland (the “**Project**”). Results include gold intercepts of 10.01 grams per tonne (“**g/t**”) over 5.35 metres (“**m**”) including 49.92 g/t over 0.98 m from the Elm Zone, and 1.51 g/t over 11.0 m from the Red Ochre Complex.

The program consisted of 30 core drill holes with a total meterage of 2,599 m. The drilling targeted the Elm, Alder, Taz and Raven zones which all consist of mineralized quartz vein systems hosted within sheared Rogerson Lake conglomerate. The highlight of the summer 2017 exploration season was the discovery of gold within the felsic volcanic rocks immediately to the south of the conglomerate/felsic volcanic contact, and in particular within a series of brittlely-fractured linear feldspar porphyry units (2 drill holes at the Red Ochre Complex) that trend across the entire length of the property. This significantly increases the potential to discover new gold occurrences with additional drill programs on the Project.

In addition, four drill holes targeted induced polarization (“**IP**”) and/or airborne magnetic geophysical anomalies. Drill testing of the large magnetic anomaly underlying the Rogerson Lake conglomerate encountered a new zone of gold mineralization associated with the sheared contact between the conglomerate and underlying gabbro.

Item Five - Full Description of Material Change

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Drilling Program Summary

Antler has completed a first phase drilling program that consisted of 30 core drill holes with a total meterage of 2,599 m. The drilling targeted the Elm, Alder, Taz and Raven zones which all consist of mineralized quartz vein systems hosted within sheared Rogerson Lake conglomerate. The highlight of the summer 2017 exploration season was the discovery of gold within the felsic

volcanic rocks immediately to the south of the conglomerate/felsic volcanic contact, and in particular within a series of brittlely-fractured linear feldspar porphyry units (2 drill holes at the Red Ochre Complex) that trend across the entire length of the property. This significantly increases the potential to discover new gold occurrences with additional drill programs on the Project.

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A table listing all of the drilling program gold assay sample results, is available at www.antlergold.com (click on "News Release December 13th, 2017" and refer to Appendix 1, and Figure 1 showing the drill hole location plan map, and Figure 2 showing the Projects gold potential targets that occur within a number of different geological settings).

Elm Zone

At Elm, initial mechanical trenching in 2016 exposed approximately 60 m of mineralized quartz vein, with widths ranging between approximately 0.3 m and 2.0 m. The zone yielded gold values from 1.0 g/t to 101.5 g/t, with a weighted average of 20.6 g/t Au (based on the 22 saw-cut channel samples that cut the vein) and described previously in a press release dated January 24th, 2017. In August and September 2017, further trenching extended the Elm Zone to approximately 230 m in strike length and it remains open along strike in both directions. The northeast-striking and moderately to shallowly southeast-dipping Elm zone quartz vein system is hosted within intensely sheared Rogerson Lake conglomerate with chalcopyrite and malachite mineralization. Free coarse gold was noted which occurred in association with chalcopyrite and locally tourmaline.

Thirteen drill holes tested the Elm zone. Highlight drill hole gold assays include: Hole WL-17-01 returned 7.53 g/t over 3.12 m including 40.85 g/t over 0.5 m, Hole WL-17- 24 returned 10.01 g/t over 5.35 m including 49.92 g/t over 0.98 m (poor core recovery in zone, lost approximately 0.6 m of core), and Hole WL-17- 25 returned 4.73 g/t over 2.30 m including 10.96 g/t over 0.97 m. Gold mineralization is coarse with a high nugget effect and further drill testing is warranted to expand the zone along strike and down-dip and to further define potential high-grade gold shoots.

Figure 3: Elm Zone plan map with trench saw-cut channel and drill hole gold assay sample results, and Figure 4: Elm Zone drill hole cross-section map are available at www.antlergold.com (click on "News Release December 13th, 2017").

Red Ochre Complex ("RO")

The RO is located immediately to the south of the conglomerate/felsic volcanic contact approximately 1.9 kilometres ("km") to the southwest of the Elm Zone, and consists of brittle fracture style quartz veins and quartz stockworks hosted by feldspar porphyry. Sulphide mineralization predominantly occurs as disseminated and brittle fracture fill pyrite stringers. Mechanical trenching followed by saw-cut channel and grab sampling has defined an extensive area of anomalous gold mineralization in bedrock. Elevated gold grades occur where deformation structures cross-cut the feldspar porphyry. Two drill holes drilled under the main trench returned gold sample results consistent to the trench channel sample results. Hole WL-17-11 returned gold results of 0.32 g/t over 15.0 m and 1.51 g/t over 11.0 m, and Hole WL-17-12 drilled underneath Hole WL-17-11 returned 0.22 g/t over 16.0 m and 0.98 g/t over 17.0 m.

The Red Ochre gold-bearing feldspar porphyry unit, together with the associated anomalous gold-in-soil sample results, is a major new property wide gold target for further focused drilling programs. The feldspar porphyry unit is regionally well defined by a series of linear airborne magnetic high features that trend across the property in a northeast direction for approximately 8.5 kilometres within the regional gold bearing structural corridor.

Figure 5: RO trench saw-cut channel and drill hole gold assay sample results plan map, and Figure 6: RO drill hole cross-section map are available at www.antlergold.com (click on "News Release December 13th, 2017").

Raven Zone

The Raven Zone is located approximately 1.5 km southwest of the Elm Zone and approximately 400 m northeast of the RO Complex. Trenching exposed a minimum 3.0 m wide shear zone with significant quartz veining with pyrite, chalcopyrite and malachite mineralization hosted within the Rogerson Lake conglomerate. A total of four rock grab samples yielded gold assay values of 273.8 g/t, 15.4 g/t, 13.6 g/t, and 3.5 g/t as described in press release dated October 4th, 2017. Note that grab samples are selected samples and results are not necessarily representative of the mineralization hosted on or indicative of a property's potential.

Two drill holes tested the Raven Zone. Hole WL-17-08 returned gold results of 1.44 g/t over 5.1 m including 3.19 g/t over 0.75 m, and Hole WL-17-09 drilled underneath Hole WL-17-08 returned 0.96 g/t over 5.15 m including 2.53 g/t over 1.0 m. Drilling under the trench did not encounter the significant concentration of pyrite, chalcopyrite and malachite mineralization associated with the high grade gold observed in the trench grab samples and may be due to the drill hole missing the poddy sulphide mineralization within quartz veins in the conglomerate. Antler's geological team believes the Raven Zone warrants further drill testing along strike and at depth since the zone has an early estimated potential width of 5.0 m wide and an increased number of drill holes are required to test the poddy nature of the mineralization.

Alder-Taz Zone ("AT Zone")

The AT Zone contains coarse, free gold in association with chalcopyrite and tourmaline bearing quartz veins hosted with the Rogerson Lake conglomerate. On January 24, 2017, Antler announced that further trenching at the Alder Zone showing extended the strike length of this zone to approximately 100 m (open along strike in both directions), and also reported that the mineralized zone had been extended by several metres in either direction across strike (northwest and southeast). The press release also reported composite saw-cut channel sample gold values of 8.7 g/t over 6.65 m (includes 13.8 g/t over 4.0 m); 3.5 g/t over 6.05 m; and 6.5 g/t over 3.70 m (includes 19.2 g/t over 0.9 m).

Antler also reported that trenching resulted in the discovery of the Taz Zone, which is located approximately 125 m along strike to the southwest of Alder. The Taz vein returned reported saw-cut channel sample gold assays that included 21.8 g/t over 1.0 m and 64.2 g/t over 0.8 m.

Three drill holes tested the Alder Zone and returned gold sample results of 0.90 g/t over 1.93 m (poor core recovery in zone, lost approximately 1.0 m of core) in Hole WL-17-02; 2.02 g/t over 4.90 m including 11.14 g/t over 0.5 m and 4.34 over 0.5 m in Hole WL-17-03; and 0.46 g/t over 0.90 m in Hole WL-17-04. In addition, three drill holes tested the Taz Zone and yielded gold sample values of 0.5 g/t over 3.8 m in Hole WL-17-05; 0.96 g/t over 5.95 m including 2.26 g/t over 0.90 m in Hole WL-17-06; and 1.09 g/t over 4.55 m including 2.58 g/t over 0.55 m and 1.76 g/t over 1.0 m (poor core recovery in zone, lost approximately 0.7 m of core) in Hole WL-17-07.

Overall, the AT Zone drill holes did not return sample assay results consistent to those encountered in the trench channel sample results. Further drilling is warranted to continue to fully test the potential of the AT Zone firstly because, the nature of the gold mineralization is coarse with a high nugget effect with sulphide mineralization often occurring as localized pods within quartz veins that can be missed with too few drill holes testing the target and secondly, adjusting the orientation of the drill holes to a more northerly direction may better cross-cut and intersect the gold bearing array of sub-vertical extensional quartz vein sets.

Geophysical Targets

Four drill holes tested IP and/or airborne magnetic targets. This includes Hole WL-17-28 that returned gold results of 0.54 g/t over 12.7 m from sulphide mineralization in felsic volcanic/feldspar porphyry similar to the RO Complex located approximately 700 m along strike to the west, and Hole WL-17-29 returned gold results of 0.40 g/t over 14.45 m within highly altered Rogerson Lake conglomerate and 0.46 g/t over 11.75 m including 5.06 g/t over 0.5 m at the sheared contact between the conglomerate and gabbro. The gabbro underlies the conglomerate and is defined by a positive magnetic anomaly approximately 7.0 km long by 2.0 km wide.

Figure 7: Cross-section map showing drill results from a number of different geological settings are available at www.antlergold.com (click on "News Release December 13th, 2017").

Future Exploration Programs

The 2017 exploration program has successfully demonstrated the high gold potential of the Wilding Lake Project. Gold has been identified within a number of different geological settings that will be the target of future drilling programs. Similar targets and geology occur within Antler's seven other gold projects that cover approximately 140 kilometres of a regional gold bearing structural corridor that hosts Marathon Gold Corporation's Valentine Lake project that is located immediately adjacent to and southwest of the Project, as well as Benton Resources' Cape Ray deposit. Further drilling programs on the Project would include expanding both the Elm and Raven Zones along strike and to depth, test the AT Zone with a different drill hole orientation that may better cross-cut and intersect the gold bearing array of sub-vertical extensional quartz vein sets, continue to expand the RO feldspar porphyry mineralization and test the associated feldspar porphyry units that trend across the entire length of the property, and target the gold bearing conglomerate and gabbro contact aureole.

Quality Control

Surface drilling was conducted by New Valley Drilling Co. of Springdale, Newfoundland and was supervised by the Antler exploration team. Antler's drill program includes descriptive logging and sampling of the drill core for analysis at Antler's secure facility located in Millertown, Newfoundland. Sampled drill core intervals were sawn in half with a diamond blade saw. Half of the sampled core was left in the core box and the remaining half was bagged and sealed, and transported by Antler personnel to the Eastern Analytical Inc. Laboratory in Springdale, Newfoundland. Gold was analyzed by 30g fire assay with AA-finish. Drill intercepts cited do not necessarily represent true widths, unless otherwise noted. Field management and Quality Assurance/Quality Control was performed by Dave Evans, P.Geo., Regional Manager of Antler Gold Inc., and Spencer Vatcher, P.Geo., Silvertip Exploration Consultants Inc. Interpretation of results was performed by Howard Bird P.Geo., Antlers VP, Exploration and Dave Evans, P.Geo. Antler Gold employs a QA/QC program consistent with NI 43-101 and industry best practices.

Howard Bird, P.Geo., Vice President, Exploration of Antler Gold Inc., is the qualified person as defined by NI 43-101 guidelines and has reviewed and approved this report.

About Antler Gold Inc.

Antler Gold Inc. currently controls seven projects totalling approximately 634.5 square kilometres and 140 kilometres of prospective strike length following an important regional gold bearing structural corridor that runs for roughly 300 kilometres diagonally across Newfoundland and hosts Antler's gold occurrences, Marathon Gold Corporation's Valentine Lake project that is located immediately adjacent to and southwest of the Project, as well as Benton Resources' Cape Ray deposit. Work by Antler and others to date indicate that the mineralizing system along this trend, and specifically on the Wilding Lake project, is capable of producing both high grade gold and significant widths. Gold mineralization occurs within shear-related orogenic style quartz veins and quartz stockwork underneath shallow overburden in an area that has not previously been systematically explored for gold.

For further information, please contact Daniel Whittaker, President and CEO of Antler Gold Inc., at (902) 334-1670.

Cautionary Statements

This document may contain forward-looking information, such as statements regarding Antler's planned work program for the Project. This information is based on current expectations and assumptions (including assumptions relating to general economic and market conditions) that are subject to significant risks and uncertainties that are difficult to predict, including risks relating to the ability to complete the work program in the expected timeframe, adverse weather and other conditions affecting work programs at the Project. Actual results may differ materially from results suggested in any forward-looking information. Antler does not assume any obligation to update forward-looking information in this document, or to update the reasons why actual results could differ from those reflected in the forward-looking information unless and until required by securities laws applicable to Antler. Additional information identifying risks and uncertainties is contained in the filings made by Antler with Canadian securities regulators, which filings are available at www.sedar.com.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this report.

Item Six – Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item Seven - Omitted Information

Not Applicable.

Item Eight - Executive Officer

Daniel Whittaker, CEO (902) 334-1670.

Item Nine – Date of Report

December 15, 2017