

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Stakeholder Gold Corp. (the “Company” or “Stakeholder Gold”)
1612 – 25 Adelaide Street East
Toronto, ON
M5C 3A1

Item 2 Date of Material Change

May 25, 2018

Item 3 News Release

A news release in respect of the material change was issued on May 25, 2018 via Newsfile Corp.

Item 4 Summary of Material Change

The Company announced that it has closed on a private placement financing for gross proceeds of \$75,500.

Item 5 Full Description of Material Change

The Company is pleased to report that is has closed on a private placement financing for gross proceeds of \$75,500. Stakeholder has issued 302,000 units (“Units”) priced at 25 cents per Unit. Each Unit consists of one common share (“Common Share”) and one-half of one warrant (“Warrant”) to purchase one Common Share. Each whole Warrant is exercisable into one Common Share at a price of 50 cents for a period of two years from Friday, May 25th, 2018. The hold period for Common Shares issued is four months from the date of closing.

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

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report is:

Christopher J. Berlet BSc (Mining), CFA
President & CEO
416 525 - 6869

Item 9 Date of Report

May 25, 2018