

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Stakeholder Gold Corp. (the “Company” or “Stakeholder Gold”)
1612 – 44 Victoria Street
Toronto, ON
M5C 1Y2

Item 2 Date of Material Change

March 1, 2019

Item 3 News Release

A news release in respect of the material change was issued on March 1, 2019 via Newsfile Corp.

Item 4 Summary of Material Change

The Company announced that it has closed on its previously announced private placement financing for gross proceeds of \$150,000.

Item 5 Full Description of Material Change

The Company announces the closing of a non-brokered Private Placement for gross proceeds of \$150,000. The closing of this Private Placement results in issuance of 3,000,000 Units. Each Unit consists of one common share ("Common Share") priced at 5 cents and one warrant ("Warrant"). Each Warrant entitles the holder to purchase one additional Common Share at 10 cents for a period of two years from the closing of the Private Placement. Proceeds of this Private Placement will be used for exploration activities and for general working capital.

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 Berlet
President & Chief Executive Officer
416 548 - 9749

Item 9 Date of Report

March 1, 2019.