

**Form 51-102F3**  
**Material Change Report**

**Item 1. Name and Address of Company**

Skeena Resources Ltd. (the “Company” or “Skeena”)  
Suite 650 – 1021 West Hastings St.  
Vancouver, BC V6E 0C3

Telephone: (604) 684-8725

**Item 2. Date of Material Change**

August 15, 2018

**Item 3. News Release**

The news release announcing the material change was issued at Vancouver, British Columbia on August 16, 2018 and was disseminated via Issuer Direct and was filed on SEDAR.

**Item 4. Summary of Material Change**

Skeena Resources Limited (TSX.V: **SKE**) (“Skeena” or the “Company”), announced the closing sale of Mount Rainey Silver Inc. and the Porter Idaho Project to StrikePoint Gold Inc. (“StrikePoint”) in conjunction with the final assay results from the drill program at the Company’s Snip Gold Project (“Snip”).

**Item 5. Full Description of Material Change**

Skeena announced the closing of the sale of its wholly-owned subsidiary, Mount Rainey Silver Inc. and the Porter Idaho project to StrikePoint Gold Inc. (“StrikePoint”), previously announced on July 16, 2018. Pursuant to the agreement, StrikePoint acquired all of the issued and outstanding shares of Mount Rainey Silver Inc. from Skeena in exchange for 9,500,000 securities (the “Securities”) and a series of cash payments totalling C\$1.5M, secured by a first claim over the issued and outstanding shares of Mount Rainey Silver Inc. The Securities consist of a combination of 7,100,000 common shares in the capital of StrikePoint, and 2,400,000 special warrants, that are convertible to common shares in the capital of StrikePoint for no additional consideration, provided that the conversion will not result in Skeena becoming an insider of StrikePoint. The common shares held by Skeena represent 9.96% of the undiluted issued and outstanding common shares of StrikePoint, and the special warrants represent an additional 3.37% of the undiluted issued and outstanding common shares of StrikePoint. Together the Securities represent 13.33% of the current issued and outstanding StrikePoint common shares, or 12.89% on a partially diluted basis.

In addition, Skeena announced the final gold assay results from the drill program at Snip, including

13.80 g/t Au over 18.00 m (UG18-110)  
34.73 g/t Au over 3.50 m (UG18-109)  
11.75 g/t Au over 5.40 m (UG18-107)  
31.20 g/t Au over 0.75 m (UG18-107)

The Company is now compiling all data received from the 2018 Phase II drilling campaign.

**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**

Walter Coles, Jr., President and CEO, Tel No: 604-684-8725

**Item 9. Date of Report**

Dated at Vancouver, BC, this 24<sup>th</sup> day of August, 2018.