

Signed FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

McLaren Resources Inc. (“**McLaren**” or the “**Company**”)
44 Victoria Street, Suite 1616
Toronto, Ontario, M5C 1Y2

Item 2. Date of Material Change

December 29, 2017

Item 3. News Release

A news release was disseminated on January 2, 2018 via a Canadian news wire service. A copy of the news release has been filed on SEDAR and is attached hereto as Schedule “A”.

Item 4. Summary of Material Change

Announcement that the Company completed non-brokered private placements of common share units and flow-through units for aggregated gross proceeds of \$350,000, and issued common shares for services.

Item 5.1. Full Description of Material Change

McLaren Resources Inc. (“McLaren” or the “Company”) has closed a non-brokered private placement financing of \$350,000. The financing consists of flow-through share units in the amount of \$310,000 and common share units in the amount of \$40,000 for aggregated gross proceeds of \$350,000.

The Company has issued a total of 3,100,000 flow-through share units at a price of \$0.10 per unit and 400,000 common share units at a price of \$0.10 per unit. Each flow-through unit consists of a common share issued on a flow-through basis pursuant to the *Income Tax Act* (Canada) and one-half of a common share purchase warrant with each whole warrant exercisable at a price of \$0.15 per common share for a period of 18 months from the date of issuance. Each common share unit consists of one common share and one common share purchase warrant which entitles the holder to purchase one common share in the capital of the Company at an exercise price of \$0.15 per share for a period of 18 months from the date of issuance.

Gross proceeds from the flow-through units will be used by the Company for exploration expenditures on its gold properties located in the Timmins Gold District in Northern Ontario. Gross proceeds from the common share units will be used for general corporate purposes.

In connection with the financing, McLaren paid finder’s fees consisting of \$9,100 in cash and \$15,400 by way of issuance of 154,000 common shares at a value of \$0.10 per share to qualified registrants. As a result of the financing, Accilent Capital Management Inc., a

principal shareholder of the Company, as a finder and also a subscriber of flow-through share units through its affiliate Pavilion Flow-Through LP, has increased its direct and indirect holding of the voting securities of the Company from 7,076,730 shares to 9,312,730 shares which represents 20% of the shares outstanding, and additionally has increased the number of warrants held from 3,189,000 to 4,289,000 warrants, which if fully exercised, would result in a 26% interest in the Company on a fully diluted basis.

The Company has also issued 500,000 common shares at a deemed price of \$0.10 per share for \$50,000 of services to the Company by several service providers.

Related Party Transactions

Accilent Capital Management Inc. ("Accilent") (>10% shareholder) is an insider of the Company and participated in the financing. By virtue of its participation, the financing constitutes "related party transactions" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101").

Accilent subscribed for an aggregate of 2,200,000 Flow-Through share units for an aggregated price of \$220,000 and Accilent received a finders' fee of \$15,400 in common shares (collectively, the "Related Party Transaction").

As a result of the Related Party Transaction, the direct and indirect shareholding of Accilent in the Company has been increased from 20% to 26% on a fully diluted basis.

The Related Party Transaction requires the Company, in the absence of exemptions, to obtain a formal valuation and minority shareholder approval pursuant to MI 61-101.

The Company has determined that an exemption is available from the formal valuation requirement under Section 5.5(a) of MI-61-101 and an exemption is available from the formal valuation requirement under Section 5.7(1)(a) of MI 61-101 because the fair market value of the Related Party Transaction in the aggregated amount of \$350,000 does not exceed 25% of the Company's market capitalization (25% being \$1,220,770 as of the date hereof).

The Related Party Transaction was approved by all of the board of directors on January 27, 2017 with regard to the offerings of common share units and flow-through units. Upon review of the terms of the financing and the Related Party Transaction, the board determined that the financing, including the Related Party Transaction, were in the Company's best interests. The board also determined that the related party to the Company participating in the financing would not be receiving preferential treatment vis-à-vis the other subscribers and that all shareholders are being treated equally. No contrary view was raised by any director regarding the Related Party Transaction.

This material change report is being filed less than 21 days prior to the expected date of the closing of the financing. The shorter period is necessary in order to permit the Company to complete the financing in a timeframe consistent with usual market practice for transactions of this nature as well as to allow the Company to avail itself of potential financing opportunities.

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 following executive officer of the Company is knowledgeable about the material change and this report:

Radovan Danilovsky, Interim President
Telephone: (905) 903-6423

Item 9. Date of Report

January 4, 2018

SCHEDULE “A”



44 Victoria Street • Suite 1616
Toronto, ON, Canada M5C 1Y2

Tel: 416.203.6874

NEWS RELEASE

FOR IMMEDIATE RELEASE

January 2nd, 2018

Toronto, Ontario

McLAREN RESOURCES CLOSES \$350,000 FINANCING

McLaren Resources Inc. (“McLaren” or the “Company”) (CSE: MCL) (FWB: 3ML) announces that it has closed a non-brokered private placement financing of \$350,000. The financing consists of flow-through share units in the amount of \$310,000 and common share units in the amount of \$40,000 for aggregated gross proceeds of \$350,000.

The Company has issued a total of 3,100,000 flow-through share units at a price of \$0.10 per unit and 400,000 common share units at a price of \$0.10 per unit. Each flow-through unit consists of a common share issued on a flow-through basis pursuant to the *Income Tax Act* (Canada) and one-half of a common share purchase warrant with each whole warrant exercisable at a price of \$0.15 per common share for a period of 18 months from the date of issuance. Each common share unit consists of one common share and one common share purchase warrant which entitles the holder to purchase one common share in the capital of the Company at an exercise price of \$0.15 per share for a period of 18 months from the date of issuance.

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McLaren is focused on exploration work on its gold properties located in the Timmins Gold District including the TimGinn Property which hosts the former Gilles Lake Mine and is located adjacent to the Hollinger Mine operated by Goldcorp. Also located in Central Timmins is the Augdome Property which hosts gold mineralized zones located adjacent to the Dome Mine operated by Goldcorp. In East Timmins is the Blue Quartz property which hosts the former Blue Quartz Mine located 10 km north of the Black Fox Mine operated by McEwen Mining.

For more information, please contact: **Radovan Danilovsky, Interim President**, Phone: 905-903-6423

MCLAREN RESOURCES INC.
44 Victoria Street, Suite 1616
Toronto, Ontario M5C 1Y2

The Canadian Securities Exchange has neither approved nor disapproved the contents of the press release. The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this release.

Certain statements contained in this news release constitute "forward looking statements". When used in this document, the words "anticipated", "expect", "estimated", "forecast", "planned", and similar expressions are intended to identify forward looking statements or information. These statements are based on current expectations of management; however, they are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from the forward-looking statements in this news release. Readers are cautioned not to place undue reliance on these statements. McLaren Resources Inc. does not undertake any obligation to revise or update any forward-looking statements as a result of new information, future events or otherwise after the date hereof, except as required by securities laws.