

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Taku Gold Corp.
608 – 409 Granville Street
Vancouver, BC V6C 1T2

Item 2 **Date of Material Change**

December 24, 2014

Item 3 **News Release**

The news release dated December 24, 2014 was issued in Vancouver, B.C., and disseminated through Market News and Stockwatch.

Item 4 **Summary of Material Change**

Vancouver, B.C., December 24, 2014 – Taku Gold Corp. (TSX-V: TAK) (the “Issuer”) announces that the Issuer has made application list its common shares for trading on the Canadian Securities Exchange (the “CSE”) and proposes to delist its common shares from trading on the TSX Venture Exchange (the “TSXV”).

In conjunction with and concurrent upon the CSE listing, the Issuer will undertake:

- (a) a consolidation of its issued and outstanding common shares on a 10 existing shares for one new share basis; and
- (b) a shares for debt settlement whereby \$158,000 of debt will be settled by the issuance of 1,580,000 post-consolidated common shares at \$0.10 per share.

Upon closing of the share consolidation and debt settlement transaction, there will be 8,666,514 post-consolidated common shares, and 516,000 stock options outstanding in the capital of the Issuer.

Item 5 **Full Description of Material Change**

Further to news release dated December 24, 2014, the Issuer announced that the Issuer has made application list its common shares for trading on the Canadian Securities Exchange (the “CSE”) and proposes to delist its common shares from trading on the TSX Venture Exchange (the “TSXV”).

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Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

Item 7 **Omitted Information**

No information has been omitted from this report on the basis that it is confidential information.

Item 8 **Executive Officer**

Zachery Dingsdale, President & CEO
Tel (604) 642 - 0115

Item 9 **Date of Report**

This report is dated as of the 29th day of December, 2014.