

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**

February 20, 2015

Item 3 **News Release**

The news release dated February 20, 2015 was issued in Vancouver, B.C., and disseminated through Stockwatch.

Item 4 **Summary of Material Change**

Vancouver, B.C., February 26, 2015 – Taku Gold Corp. (TSX-V: TAK) (the “Issuer”) announces further to the Issuer’s news release dated January 5, 2015, the Issuer clarifies that shares-for-debt settlements in the aggregate amount of \$158,000 were owed to the Issuer’s related parties. An aggregate of 1,580,000 post-consolidated common shares of the Issuer at \$0.10 per common share were issued to certain directors and officers of the Issuer. The common shares issued pursuant to this debt settlement will be subject to a hold period expiring May 6, 2015.

Item 5 **Full Description of Material Change**

Further to news release dated February 20, 2015, the Issuer announced that further to the Issuer’s news release dated January 5, 2015, the Issuer clarifies that shares-for-debt settlements in the aggregate amount of \$158,000 were owed to the Issuer’s related parties. An aggregate of 1,580,000 post-consolidated common shares of the Issuer at \$0.10 per common share were issued to certain directors and officers of the Issuer. The common shares issued pursuant to this debt settlement will be subject to a hold period expiring May 6, 2015.

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 26th day of February, 2015.