

FORM 51-102F3
MATERIAL CHANGE REPORT

- ITEM 1 NAME AND ADDRESS**
PROVENANCE GOLD CORP. (the "Company")
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia
V6C 3E8
- ITEM 2 DATE OF MATERIAL CHANGE**

October 12, 2017
- ITEM 3 NEWS RELEASE**

The Company issued a news release on October 12, 2017 relating to the material change, which was disseminated through Stockwatch and subsequently filed on SEDAR.
- ITEM 4 SUMMARY OF MATERIAL CHANGE**

Provenance to list on Canadian Securities Exchange.
- ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE**

See attached news release.
- 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:

Rauno Perttu, Chief Executive Officer
Telephone: (604)691.6100
- ITEM 9 DATE OF REPORT**

October 12, 2017

PROVENANCE GOLD CORP.
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia V6C 3E8
www.provenancegold.com

NEWS RELEASE

PROVENANCE TO LIST ON CANADIAN SECURITIES EXCHANGE

October 12, 2017 – Vancouver, British Columbia – Provenance Gold Corp. (“**Provenance**”, or the “**Company**”) is pleased to announce that it has filed and obtained a receipt from the British Columbia Securities Commission, for its Final Non-Offering Prospectus dated September 29, 2017. The Company’s common shares will begin trading on the Canadian Securities Exchange (the “**Exchange**”) under the symbol “**PAU**” at market open on October 12, 2017.

Provenance is a mineral exploration company, focused on properties with strong economic upside in regions that support and are favorable to mining. Provenance’s initial flagship property, the 2K Gold Property, is situated approximately 133 kilometres SSW of Dawson City, and covers the core of an extensive gold system within the Yukon portion of the prolific Tintina Gold Belt, extending from southwestern Alaska through Fairbanks, Dawson City and terminating near Watson Lake, Yukon.

The 2K Gold Property is situated west of the White Gold District and the Coffee discovery, the latter developed by Kaminak Gold Corporation, and now held by Goldcorp Inc. Provenance holds the option on 9,156 acres of subsurface “quartz” mineral rights on 192 quartz claims comprising the 2K Gold Property, which Provenance believes covers the source area for rich placer deposits.

Exploration of the property is aided by the infrastructure developed by the successful placer operators and by the knowledge they have gained over more than 30 years of successful placer mining on the property. In conducting its operation of the property, Provenance is able to utilize an existing road network, an air strip, a complete working camp and an extensive fleet of heavy earth moving equipment, in addition to 4WD trucks and all-terrain vehicles for travel in the property vicinity.

Encouraging results were obtained in 2016 and early results from the 2017 program add to the Company’s opinion that the property could host a significant gold deposit. Highlights from Provenance’s work on the property over the 2016 and 2017 field programs include the following:

- Rock grab samples with values up to 420 g/t gold (Au)
- Trench and outcrop grab samples returning values up to 803 g/t Au
- Acquisition of additional claims within the area
- Confirmation of property-wide extent of gold system
- Completion of aerial photo coverage of the property and surrounding area
- Expansion of known gold targets and identification of new ones
- Completion of initial soil geochemical grids of key areas
- Completion of a National Instrument 43-101 Technical Report.

Carl Schulze, PGeo with the Association of Professional Engineers and Geoscientists of British Columbia (APEGBC) and Project Manager with Aurora Geosciences Ltd. of Whitehorse, Yukon, and Qualified Person (as defined by National Instrument 43-101) for the 2K Project, has reviewed and approved the contents of this News Release. All 2017 work was supervised by Aurora Geosciences Ltd.

For further information, please contact Rob Clark @ rclark@provenancegold.com

On behalf of the Board,

Provenance Gold Corp.

Rauno Perttu, Chief Executive Officer

Neither the Exchange, nor its regulation services provider, accepts responsibility for the adequacy or accuracy of this press release.

Statements included in this announcement, including statements concerning our plans, intentions and expectations, which are not historical in nature are intended to be, and are hereby identified as “forward-looking statements”. Forward-looking statements may be identified by words including “anticipates”, “believes”, “intends”, “estimates”, “expects” and similar expressions. The Company cautions readers that forward-looking statements, including without limitation those relating to the Company’s future operations and business prospects, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements.