

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

**Item 1            Name and Address of Company**

MLK Gold Ltd. (the “Company”)  
59 Payzant Drive  
Windsor, Nova Scotia  
B0N 2T0

**Item 2            Date of Material Change**

June 10, 2021

**Item 3            News Release**

The Company is not listed on a stock exchange.

**Item 4            Summary of Material Change**

The Company closed a non-brokered private placement (the “Placement”) of units (each a “Unit”) at a price of \$0.05 per Unit, subscription receipts (each a “Sub Receipt”) at a price of \$0.05 per Sub Receipt and flow through subscription receipts (each a “FT Sub Receipt”) at a price of \$0.07 per FT Sub Receipt.

The Company raised \$1,257,500 in gross proceeds from the sale of 100,000 Units, 20,060,000 Sub Receipts and 3,564,285 FT Sub Receipts.

**Item 5            Full Description of Material Change**

The Company raised \$1,257,500 in gross proceeds from the sale of 100,000 Units, 20,060,000 Sub Receipts and 3,564,285 FT Sub Receipts.

Each Unit consisted of one common share of the Company and one of one share purchase warrant (each whole warrant a “Warrant”) to acquire a further common share at a price of \$0.10 per share until June 10, 2022.

The Sub Receipts will automatically convert into one unit (each a “SR Unit”) of the Company upon the receipt of the approval for listing of the Company’s common shares on the Canadian Securities Exchange (the “CSE”). The FT Sub Receipts will automatically convert into one flow through unit (each a “FT Unit”) of the Company upon the receipt of the approval for listing of the Company’s common shares on the CSE

\$1,252,500 of the proceeds of the Placement, being the proceeds raised from the sale of Sub Receipts and FT Sub Receipts are currently being held in escrow pending listing of the Company’s common shares on the on or before September 30, 2021, except as may be extended in accordance with the terms of the Sub Receipts and FT Sub Receipts, as the case may be.

Each SR Unit will consist of one common share and one transferable share purchase warrant. Each whole warrant will entitle the holder to acquire an additional common share at a price of \$0.10 per share for a period of 12 months following issuance.

Each FT Unit will consist of one flow through common share and one transferable share purchase warrant. Each whole warrant will entitle the holder to acquire an additional common share at a price of \$0.10 per share for a period of 12 months following issuance.

Aggregate finder's fees of \$42,940 payable in cash and 749,999 Warrants will be issued in connection with the Placement. The securities issued pursuant to the Placement bear a hold period expiring on October 11, 2021 in accordance with application securities laws.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

**Item 7 Omitted Information**

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

**Item 8 Executive Officer**

Paul Smith is knowledgeable about the material change and the Report and may be contacted (902) 698-2662 or (647) 729-0311

**Item 9 Date of Report**

June 22, 2021