

Signed FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

West Red Lake Gold Mines Inc. (“**West Red Lake Gold**” or the “**Company**”)
65 Queen St. West, Suite 520
Toronto, Ontario, M5H 2M5

Item 2. Date of Material Change

December 31, 2014

Item 3. News Release

A news release was disseminated on January 7, 2015 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 \$390,840 and issued common shares for services, financing fees and a property payment.

Item 5.1. Full Description of Material Change

West Red Lake Gold Mines Inc. (“West Red Lake Gold” or the “Company”) (CSE: RLG) (FWB: HYK) (OTC: HYLKF) announces that it has completed a non-brokered private placement of common share units and flow through units for aggregated gross proceeds of \$390,840.

West Red Lake Gold issued 1,816,800 common share units (the “Common Share Units”) at a price of \$0.05 per Common Share Unit for aggregated proceeds of \$90,840 and 6,000,000 “flow through” units (the “Flow Through Units”) at a price of \$0.05 per Flow Through Unit for aggregated proceeds of \$300,000. Each Common Share Unit consists of one common share in the capital of the Company and one common share purchase warrant (the “Warrant”). Each Flow Through Unit consists of one common share in the capital of the Company issued on a “flow through” basis pursuant to the *Income Tax Act* (Canada) and one half of a Warrant. Each Warrant issued in connection with the Common Share Units and Flow Through Units entitles its holder to purchase one common share in the capital of the Company at an exercise price of \$0.10 per share for a period of 18 months from the date of issuance.

West Red Lake Gold also issued 1,977,100 common shares at \$0.05 per common share for \$98,855 in consideration for services, financing fees and a property payment.

In connection with the financing, West Red Lake Gold paid finders’ fees consisting of \$9,147.35 in cash and 350,900 common shares in the capital of the Company to qualified registrants. As a result of the financing, Accilent Capital Management Inc., a principal shareholder of the Company, through its involvement as a finder and subscriptions of Flow Through Units and Common Share Units through its affiliate Pavilion Flow-Through L.P., has increased its direct and indirect holding of the voting securities of the Company from 25.1% to 33.1% on a fully diluted basis.

Net proceeds from the Common Share Units will be used for general corporate purposes. Gross proceeds from the Flow Through Units will be used by the Company for exploration expenditures on its 3100 hectare property package containing 3 former producing gold mines located within the Company's West Red Lake Project in the prolific Red Lake Gold District of Northwest Ontario.

Related Party Transactions

John Kontak (President) and Accilent Capital Management Inc. ("Accilent") (>10% shareholder) are insiders of the Company who participated in the financing. By virtue of their 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").

John Kontak subscribed for 200,000 Flow Through Units for an aggregated purchase price of \$10,000 and as payment for services received 800,000 common shares, and an affiliate of Accilent subscribed for an aggregate of 5,000,000 Flow Through Units and 1,410,000 Common Share Units for an aggregated price of \$320,500 and Accilent received finders' fees comprised of \$9,147.35 in cash commission and 350,900 common shares of the Company issued at a deemed price of \$0.05 per share (collectively, the "Related Party Transactions").

As a result of the Related Party Transactions, the direct and indirect shareholding of John Kontak in the Company has been increased from 2.2% to 3.1% on a fully diluted basis and the direct and indirect shareholding of Accilent in the Company has been increased from 25.1% to 33.1% on a fully diluted basis.

The Related Party Transactions require 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 Transactions in the aggregated amount of \$397,192.35 does not exceed 25% of the Company's market capitalization (25% being \$555,866.90 as of the date hereof).

The Related Party Transactions were approved by all of the board of directors on August 20, 2014 (Daniel Pembleton abstaining) with regard to the offering of Common Share units and Flow Through Units and on December 31, 2014 with regard to the common shares (Daniel Pembleton abstaining related to the finders' fees). Upon review of the terms of the financing and the Related Party Transactions, the board (with Daniel Pembleton abstaining), determined that the financing, including the Related Party Transactions, were in the Company's best interests. The board also determined that all of the related parties 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 and the Related Party Transactions.

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:

Daniel Crandall, Chief Financial Officer
Telephone: (416) 848-9407

Item 9. Date of Report

January 7, 2015

SCHEDULE “A”

NEWS RELEASE



NEWS RELEASE

FOR IMMEDIATE RELEASE

January 7, 2015

Toronto, Ontario

WEST RED LAKE GOLD MINES COMPLETES \$390,840 FINANCING

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West Red Lake Gold Mines Inc. is a Toronto-based minerals exploration company focused on gold exploration and development in the prolific Red Lake Gold District of Northwest Ontario, Canada. The Red Lake Gold District is host to some of the richest gold deposits in the world and has produced 30 million ounces of gold from high grade zones. The company has assembled a significant property position totalling 3100 hectares in west Red Lake (the "West Red Lake Project") which contains three former producing gold mines. The Mount Jamie Mine and Red Summit Mine properties are 100% owned by the company and the Rowan Mine property is held in a 60%-owned joint venture with Red Lake Gold Mines, a partnership of Goldcorp Inc. and Goldcorp Canada Ltd. The properties cover a 12km strike length along the West Red Lake Trend and the company plans to continue to explore these properties both along strike and to depth. To find out more about West Red Lake Gold, please visit our website at <http://www.westredlakegold.com>.

For additional information, please contact: John Kontak, President, Phone: 416-203-9181 Email: jkontak@rlgold.ca

The Canadian Securities Exchange has neither approved nor disapproved the contents of this news 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. West Red Lake Gold 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.