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

**1. Name and Address of Company**

**LE MARE GOLD CORP.**
301-221 Esplanade
North Vancouver, BC, V7M 3J3

(the "Company")

**2. Dates of Material Change(s)**

February 19, 2019

**3. News Release(s)**

News release were issued on February 19, 2019 and disseminated by Stockwatch News and Bay Street News pursuant to section 7.1 of National Instrument 51–102.

**4. Summaries of Material Changes**

February 19, 2019 – The Company reports the completion of two diamond drill holes at the Le Mare property on Vancouver Island, BC.

February 19, 2019 - The Company announces a Non-Brokered Private Placement, issuing 11,000,000 units at a purchase price of $0.055 per Unit, for total gross proceeds of up to $605,000.

February 19, 2019 - David Greenway is appointed as Chief Executive Officer following Yari Nieken's resignation from the position. Kelly Pladson accepts the position as Corporate Secretary.

**5. Full Description of Material Changes**

News Release dated February 19, 2019– See Schedule "A".

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

Not applicable.

**7. Omitted Information**

No information has been omitted.

**8. Executive Officer**

Mr. David C. Greenway, CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 318-0114.

**9. Date of Report**

This report is dated February 20, 2019.

SCHEDULE “A”
to the Material Change Report dated February 20, 2019

## LEMARE GOLD CORP. COMPLETES TWO HOLE DRILL PROGRAM

**Vancouver, BC – February 19, 2019** – LeMare Gold Corp. (TSX-V:LMGC) (“LeMare” or the "Company"), is pleased to report the completion of two diamond drill holes at the Le Mare property on Vancouver Island, BC.

The 2018 diamond drill program was completed consisting of 2 holes. Drill locations are shown in Table I; which tested the mineralized zone (New Destiny Showing), ground magnetometer and VLF/high gold-in-soil anomaly.

Table 1 Drill Data

| Hole # | Northing | Easting | Dip | Azimuth | Length | Elevation |
|---|---|---|---|---|---|---|
| LLG-18-01 | 5585096 | 576750 | -55° | 240° | 188.98m | 404m |
| LLG018092 | 5584887 | 576077 | -55° | 290° | 115.83m | 414m |

Previous (2010-2015) exploration surveys defined copper-gold bearing anomalous targets, which warranted follow-up exploration. As a result, this fall (2018) a preliminary 2-hole diamond drilling program was initiated. A Hydrocore type drill machine mounted on Bobcat track vehicle was utilized with NQ size drill rods.

Diamond drill hole one, LLG18-01, located on a logging road, exposed basaltic volcanic rocks hosting structurally controlled copper mineralization. Mineralization is occasionally observed associated with narrow breccia lenses where chalcopyrite and pyrite tends to be more concentrated. Chalcopyrite is disseminated in volcanic rocks adjacent to shear- fault structures. Samples from the core were only slightly geochemically anomalous.

Hole number LLG19-02, also located on a logging road, was designed to test a gold- copper in-soil anomaly. The target was situated down from the anomaly and was orientated to test the bedrock underlying the anomaly. A 7.3m interval in Hole LLG 19- 02 from 15.0m to 22.3m assayed a weighted average of 751ppm copper.

The Le Mare property hosts mostly mafic volcanic rocks of the Early to Middle Jurassic- age Bonanza Supergroup, including auto-breccias, lahars, and minor amounts of tuff and other pyroclastic beds. Rhyolitic rocks comprise a major amount of the stratigraphy in the property-area. These volcanic rocks are intruded by felsic dykes that may be equivalent to the rhyodaciteitic porphyries that are associated with mineralization at the Island Copper Cluster deposits located about 32 km (19.3mi) east-northeast of the Le Mare hydrothermal system. The volcanic rocks at the Le Mare hydrothermal system have deformed into a series of open to close outcrop-scale drape-folds related to local intrusion. Regional and contact metamorphism do not exceed lower the greenschist facies.

The Le Mare hydrothermal system appears to have been only relatively shallow unroofing by erosion. The top of the potassic alteration zone is exposed along the crests of Le Mare and Gooding ridges, located between Le Mare Lake and Gooding Cove in the southwestern part of the property. Local magnetic field gradient indicates that this system occupies a 5 X 3 km (3.05 X 1.83 mi) or 15km2 (5.6 mi2) oval-shaped area, that may be hosted by a dilational jog in a regional right-lateral fault system. The proposed fault system is similar to the one that hosts the Island Copper Cluster deposits near Port McNeill and Port Hardy, British Columbia.

At surface, copper mineralization occurs in discrete showings-areas, located preferentially in the central parts of sub-vertical hydrothermal plumes. These plumes have core-zones of orthoclase-

quartz-biotite (potassic) alteration, enveloped in siliceous exteriors. Orthoclase-quartz-biotite alteration is succeeded by quartz-jasper alteration; both phases are mineralized with chalcopyrite, and minor amounts of bornite. This potassic alteration is accompanied by co-incident soil-copper and magnetic anomalies. Discovering economically viable concentrations of copper mineralization within the Le Mare hydrothermal system depends on the successful identification of zones where these hydrothermal plumes and copper occurrences coincide.

Highly anomalous gold values were discovered in the central part of the Le Mare hydrothermal system mostly west and southwest of the New Destiny Showing in soil samples. Values range up to 947ppb gold in soil on Claim 657343. The New Destiny showing was trenched with a tracked excavator and returned >0.2% copper over 200 metres.

Most exploration has been conducted in the northeastern part of the Le Mare hydrothermal system; its southeastern part remains sparsely explored to unexplored. Six BQ diamond drill holes penetrated the northeastern margin of the Le Mare system in 1992. One hole that penetrated the Culleet Creek potassic alteration plume intersected five 2-m (6.56-ft) and one 4.7-m (15.42-ft) long intersections containing from 500 to 959 ppm copper, which is similar to the tenor of copper mineralization in nearby trenches. Copper mineralization at surface is locally quite variable. Such variability should be expected in mineralization located near the top of the potassic alteration zone of a porphyry copper-molybdenum deposit. Less than 1% of the surface area of the Le Mare hydrothermal system has been drilled.

All assays were completed by ALS Global Labs, a certified laboratory. Standards were inserted at regular intervals in the sample stream.

James Baughman (SME-RM 4030062), a qualified person as defined by National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI 43-101”), has supervised the preparation of the scientific and technical information that forms the basis for this news release and has approved the disclosure herein. Mr. Baughman is independent of LeMare Gold Corp.

The Company is pleased to announce a Non-Brokered Private Placement (the “Private Placement”) of up to CDN $605,000.

The company will issue 11,000,000 unites (each “Unit”) at a purchase price of $0.055 per Unit, for total gross proceeds of up to $605,000. Each Unit will consist of (1) common share (“Common Share”) of the Company and one (1) transferrable share purchase warrant (“Warrant”).

Each warrant will entitle the holder to acquire one (1) Common Share at an exercise price of $0.50 for a period of 12 months from the closing date of the Private Placement. In the event that the Company’s common shares trade at a closing price greater than $0.50 per share for a period of 10 consecutive trading days at any time after the closing date, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such cased the Warrants will expire on the 30$^{th}$ day after the date hereafter referred to as the (“Forced Conversion Feature” ) on which such notice is given by the Company.

The Private placement is subject to TSX Venture Exchange approval. There will be a hold period of four months and one day on all securities issued under this financing.

LeMare would also like to announce the appointment of David Greenway as Chief Executive Officer (“CEO”). Mr. Greenway brings more than two decades of experience in managing, financing and developing growth strategies for various TSX Venture Exchange- and Canadian Securities Exchange-listed companies, including involvement in acquisitions, business valuations and investor relations. His key expertise lies in the management and development of junior public resource companies, especially in the mining, and oil and gas sector. He has held directorships, senior management and business development positions, including his role as the chief executive officer of Stamper Oil & Gas Corp., Veritas Pharma Inc., Chief

Consolidated Gold Mines, SNS Silver Corp., Moneta Resources Inc. and Sterling Mining Company and his board position in Mountain View Conservation Centre. Mr. Greenway attended University in Bournemouth England, where he studied accounting and finance.

Mr Greenway will replace Yari Nieken as CEO. The company would like to thank Mr. Nieken for his service.

Kelly Pladson has accepted the position as Corporate Secretary. Ms. Pladson has acted as Corporate Secretary and provided corporate governance and regulatory compliance services to many TSX Venture and CSE listed companies since 2009. She works closely with the company's CEO and legal counsel in maintaining corporate records, managing the day to day operations of the company and ensuring the company's filings with the securities commissions and exchanges are accurately filed and in accordance with their deadlines. Prior to 2009, Ms. Pladson was an investment advisor's assistant for two years.

**For further information, please contact: Le Mare Gold Corp..**

David Greenway
Phone: 604-318-0114
E-Mail: dg@ontherocks1.com