

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 20, 2019 and February 21, 2019

3. News Release(s)

News release were issued on February 21, 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 20, 2019 - David Greenway and Bryson Goodwin are appointed to the Company's Board of Directors. David Alexander resigned as Chief Financial Officer and Director of the Company.

February 21, 2019 – The Company amends the terms of the Private Placement announced on February 20, 2019.

5. Full Description of Material Changes

News Release dated February 21, 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 25, 2019.

SCHEDULE "A"
to the Material Change Report dated February 25, 2019

LE MARE GOLD CORP ANNOUNCES BOARD CHANGES AND CLARIFICATION ON FINANCING

Vancouver, BC – February 21, 2019 – LeMare Gold Corp. (TSX-V:LMGC) ("LeMare" or the "Company"), is pleased to announce the appointment of David Greenway, President and CEO of the Company, and Bryson Goodwin to the Company's Board of Directors.

Mr. Goodwin is a practiced international executive with extensive experience in finance, sales, management, investor relations and operations with both private and public companies. His experience has demonstrated an operational, market and banking track record in the technology, biotechnology, oil/gas and resource sectors. Over the course of his career, he has fostered an extensive high-profile international association of contacts and close relationships through networking and proficient communication skills. He has been engaged by a number of resource, energy, clean tech and technology firms in the departments of finance, business development, public and investor relations, marketing, and sales. This has required extensive travel and flexibility in approach to business. Most recently he has held C-level executive positions in a banking and finance capacity. He joins the company with experience in the systems governing Canadian and U.S. stock exchanges, as well as public company management, predominantly in the resource and energy sectors. Mr. Goodwin also sits on the board of a number of public and private companies.

The Company has accepted the resignation of David Alexander as Chief Financial Officer and Director of the Company. The Company wishes Mr. Alexander all the best in future endeavors.

Further, the Company wishes to clarify the terms on the private placement (the "Private Placement"), announced February 20, 2019.

The Company will issue up to 11,000,000 units (each a "Unit") at a purchase price of \$0.055 per Unit, for total gross proceeds of up to \$605,000. Each Unit will consist of one common share of the Company and one transferrable share purchase warrant (a "Warrant").

Each Warrant will entitle the holder to acquire one additional common share at an exercise price of \$0.50 for a period of 12 months from the closing of the Private Placement, subject to accelerated expiry.

All securities issued pursuant to the Private Placement will be subject to a hold period expiring six months after closing. If at any time after six months following the closing, the closing price of the Company's common shares is at or above \$1.00 per share for ten consecutive days, the Company may provide notice to the warrant holders that the expiry date of the warrants has been accelerated and that warrants not exercised within 30 days will expire.

The Company will use the proceeds from the Private Placement towards seeking future acquisitions and general working capital purposes. The Private placement is subject to TSX Venture Exchange (the "Exchange") approval. There may be finder's fees payable in accordance with the policies of the Exchange.

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

David Greenway
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