

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)

August 15, 2019

3. News Release(s)

News release were issued on August 16, 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

The Company announces the appointment of Mr. Philip Kwong to its Board of Directors. It also announces that the board of directors has approved the adoption of an advance notice policy.

5. Full Description of Material Changes

News Release dated August 16, 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. Bryson Goodwin, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at 604-341-1531.

9. Date of Report

This report is dated August 16, 2019.

LE MARE GOLD CORP. APPOINTS NEW BOARD MEMBER, ADOPTS ADVANCE NOTICE POLICY

Vancouver, BC – August 16, 2019 – Le Mare Gold Corp. (TSX-V: LMGC / OTC: SLLTF / FSE: SL5) (“Le Mare” or the “Company”) is pleased to announce the appointment of Mr. Philip Kwong to its Board of Directors.

Philip Kwong has managed and founded numerous private enterprises since 2010. He has worked across a variety of emerging industries which include mobile technology and creating multi-vendor mobile digital marketplaces. A diagnosis of multiple sclerosis in his early twenties subsequently launched his career in the cannabis sector.

Mr. Kwong founded, and is CEO of, 3 Carbon Extractions Inc., a company based in Vancouver, BC, Canada, creating an industry solution for compliant and safe extraction solutions. Through 3 Carbon, he has entered into an exclusive Canadian market agreement with US company, ExtractionTek Solutions, based in Denver, Colorado.

The Company has accepted the resignation of Mr. David Greenway as a Director. The Company thanks Mr. Greenway for his contributions and wishes him the best in his future endeavours.

Advance Notice Policy

Further, the Company announces that the board of directors of the Company (the “Board”) has approved the adoption of an advance notice policy (the “Policy”) to provide shareholders, directors and management of the Company with a clear framework for nominating directors. The Policy is meant to: (i) facilitate an orderly and efficient annual and/or special meeting process; (ii) ensure all shareholders receive adequate notice of director nominations and sufficient information with respect to all nominees; and (iii) allow shareholders to register an informed vote, having been afforded reasonable time for appropriate deliberation.

The Policy contains a provision that requires advance notice to Le Mare in circumstances where nominations of persons for election to the Board are made by shareholders of Le Mare. The Policy fixes deadlines by which shareholders of record of Le Mare must submit director nominations to Le Mare prior to any annual or special meeting of shareholders, and sets forth the information a shareholder must include in the notice to Le Mare for an effective nomination to occur. No person will be eligible for election as a director of Le Mare unless nominated in accordance with the provisions of the Policy.

In the case of an annual meeting of shareholders, the deadline for notice to Le Mare pursuant to the Policy is not less than 30 days, or more than 65 days, prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for any other purposes), the deadline for notice to Le Mare

pursuant to the Policy is no later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

At the next annual general meeting of shareholders, the Company will ask shareholders to ratify and confirm the adoption of the Policy. The Board has adopted the Policy and it will be effective and in full force and effect as of August 15, 2019.

The full text of the Policy is available on www.sedar.com.

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

Bryson Goodwin

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