

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

**Item 1 Name and Address of Company**

Phoenix Gold Resources Corp. (the "Company")  
Suite 1518 – 800 West Pender Street  
Vancouver, British Columbia  
V6C 2V6

**Item 2 Date of Material Change**

April 29, 2020

**Item 3 News Release**

A news release was disseminated via Stockwatch and filed on SEDAR on April 29, 2020. A copy of the news release is attached as Schedule "A".

**Item 4 Summary of Material Change**

The Company announced that further to their initial news release dated April 17, 2019 announcing a binding letter of intent ("LOI") with Fox Automotive Switzerland AG ("Fox") dated April 13, 2019 and subsequent news release dated July 3, 2019, the Company will not be able to proceed with the proposed transaction of a reverse takeover of the Company by Fox as contemplated in the LOI. Since the proposed transaction was not completed in the time allowed under the LOI, the LOI is effectively terminated.

**Item 5 Full Description of Material Change**

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

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

The report is not being filed on a confidential basis.

**Item 7 Omitted Information**

No information has been omitted.

**Item 8 Executive Officer**

Contact: Andrew Lee, Director  
Telephone: (778) 302-2257

**Item 9 Date of Report**

April 30, 2020

## Schedule "A"

### PHOENIX GOLD RESOURCES CORP.

Suite 1518 – 800 West Pender Street  
Vancouver, British Columbia V6C 2V6

### NEWS RELEASE

#### Phoenix Gold Not to Proceed with Reverse Takeover of Fox Automotive

Vancouver, British Columbia, April 29, 2020 – Phoenix Gold Resources Corp. (the “**Company**”), announces that further to their initial news release dated April 17, 2019 originally announcing a binding letter of intent with Fox Automotive Switzerland AG (“**Fox**”) dated April 13, 2019 (the “**LOI**”) and their subsequent news release dated July 3, 2019 announcing the amendment of the LOI, the Company will not be able to proceed with the proposed transaction to acquire all of the issued and outstanding shares of Fox. Considering the current global situation, it is uncertain that the parties will be able to complete the proposed transaction. Since the proposed transaction was not completed in the time allowed under the LOI, the LOI is effectively terminated.

Phoenix will continue to pursue all opportunities in the mining industry and seek the resumption of trading of its common shares on the TSX Venture Exchange (the “**Exchange**”). As required under the policies of the Exchange, the removal of the halt will be subject to approval of the Exchange.

For further information concerning this press release, please contact:

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Email: [pcjsovereign1@cs.com](mailto:pcjsovereign1@cs.com)

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#### Cautionary Note:

Except for statements of historical fact, this news release contains certain “forward looking information” within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” or “will” occur. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward looking statements. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by the Company.

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.*

*Neither the TSX Venture Exchange Inc. nor its Regulation Services Provide (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

(Not for dissemination in the United States of America.)