

Form 51-102F3
Material Change Report

1. **Name and Address of Company**

Zanzibar Gold Inc. (the "Company")
5623 145A Street
Surrey, B.C. V3S 8E3

2. **Date of Material Change**

September 25, 2019

3. **News Release**

A press release was issued on September 25, 2019 and disseminated through Market News and Stockwatch.

4. **Summary of the Material Change**

Zanzibar announces \$1,000,000 private placement and Stock Option Grant

5. **Full Description of the Material Change**

Zanzibar Gold Inc. is pleased to announce a private placement offering for the sale of up to 5,714,286 units (each, a "Unit") at the issue price of \$0.175 per Unit for gross proceeds of up to \$1,000,000. Each Unit shall comprise of one common share and one share purchase warrant, where each warrant (a "Warrant") may be exercised to purchase a further common share at a price of \$0.30 for a period of 3 years.

The funds will be used for the Company's working capital. Finders' fees shall be paid in cash, shares or warrants, or a combination of the foregoing, subject to board approval and in accordance with the policies of the Canadian Securities Exchange.

The completion of the private placement is subject to approval from the Canadian Securities Exchange.

The Company also wishes to announce that it has entered into stock option agreements granting the right and option to purchase 1,700,000 common shares of the Company at \$0.175 per common share exercisable in whole or in part on or before five years from September 25, 2019.

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

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

Souhail Abi-Farrage,
CEO and Director
Phone: (778) 891-2701

9. **Date of Report**

September 25, 2019