

Form 51-102F3
Material Change Report

1. **Name and Address of Company**

Mojave Gold Corp. (the "Company")
1050 – 12471 Horseshoe Way
Richmond, B.C. V7A 4X6

2. **Date of Material Change**

March 8, 2021

3. **News Release**

A press release was issued on March 8, 2021 and disseminated through Market News and Stockwatch.

4. **Summary of the Material Change**

Mojave Announces Amended Financing

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

Mojave Gold Corp. is pleased to announce its intention to undertake a non-brokered private placement of up to 6,000,000 units of the Company (the "Units") at a price of \$0.50 per Unit (the "Offering") for a total of CA \$3.0 million.

Each Unit is comprised of one common share of the Company (a "Common Share") and one purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable to acquire one Common Share (a "Warrant Share") at a price of \$0.88 per Warrant Share for a period of 36 months from the date the financing is closed.

Finder's fees may be payable to qualified individuals comprised of shares, warrants or cash or any combination thereof.

The Offering will be conducted pursuant to available prospectus exemptions including sales to accredited investors, family members, close friends and business associates of directors and officers of the Corporation, to purchasers who have obtained suitability advice from a registered investment dealer pursuant to the exemption set out in BC Instrument 45-536 (Exemption from prospectus requirement for certain distributions through an investment dealer) (the "Investment Dealer Exemption") and to existing shareholders of the Corporation pursuant to the exemption set out in British Columbia Securities Commission BC Instrument 45- 534 (Exemption from prospectus requirement for certain trades to existing security holders) (the "Existing Shareholder Exemption").

For subscribers utilizing the Existing Shareholder Exemption, the Offering is available to all shareholders of the Company as at March 8, 2021, (the "Record Date") (and still are shareholders) who are eligible to participate under the Existing Shareholder Exemption. Any person who becomes a shareholder of the Company after the Record Date is not permitted to participate in the offerings using the Existing Shareholder Exemption but other exemptions may still be available to them. Shareholders who became shareholders after the record date should consult their professional advisors when completing their subscription form to ensure that they use the correct exemption.

There are conditions and restrictions when relying upon the Existing Shareholder Exemption, namely, the subscriber must: a) be a shareholder of the Company on the Record Date (and still are a shareholder), b) be purchasing the Units as a principal, i.e. for their own account and not for any other party, and c) may not purchase more than \$15,000 value of securities from the Company in any twelve month period, unless they have first received 'suitability advice' from a registered investment dealer and,

in this case, subscribers will be asked to confirm the registered investment dealer's identity and employer.

The proposed net proceeds received from the Offering after payment of commissions are intended to be used by the Company to for pay expenses related to the Company's properties under option agreement in Mexico, settle payables and for working capital the following purposes:

	Low	High
General & Administrative		
Management Fees	\$ 150,000	\$ 200,000
Insurance	\$ 10,000	\$ 15,000
Legal	\$ 85,000	\$ 120,000
Accounting	\$ 25,000	\$ 30,000
General & Administrative	\$ 60,000	\$ 65,000
Offering Costs	\$ 120,000	\$ 240,000
Sonora Copper Property		
Geological mapping, sampling	\$ 50,000	\$ 80,000
Geological studies	\$ 35,000	\$ 50,000
Laboratory Analytical	\$ 20,000	\$ 35,000
Geophysics	\$ 60,000	\$ 100,000
Drilling 600m/1000m	\$ 120,000	\$ 200,000
Holding Costs	\$ 50,000	\$ 50,000
Benjamin Hill Property		
Geological mapping, sampling	\$ 175,000	\$ 290,000
Geological studies	\$ 45,000	\$ 75,000
Laboratory Analytical	\$ 150,000	\$ 250,000
Geophysics	\$ 245,000	\$ 400,000
Drilling 3000m/5000m	\$ 600,000	\$ 1,000,000
Holding Costs	\$ 100,000	\$ 100,000
Total	\$ 2,100,000	\$ 3,300,000

While the Company intends to spend the net proceeds from the Offering as stated above, there may be circumstances where, for sound business reasons, funds may be reallocated at the discretion of the Board.

Subscribers in all Canadian jurisdictions may utilize the Existing Shareholder Exemption. Existing shareholders resident in countries other than Canada will need to meet local jurisdiction requirements to participate.

Subscribers implementing the Investor Dealer Exemption must reside in one of the following jurisdictions: Alberta, British Columbia, Manitoba, New Brunswick and Saskatchewan. Subscribers resident in countries other than Canada will need to meet local jurisdiction requirements to participate.

The Company announces that it will not be proceeding with the private placement as previously announced on February 24, 2021.

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

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

Cole McClay,
CEO and Director
Email: info@mojavegoldcorp.com

9. **Date of Report**

March 9, 2021