

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Four Nines Gold Inc. (the “Company”)
605 – 805 Hornby St.
Vancouver, B.C. V6Z 2E6

Item 2: Date of Material Change

August 24, 2017.

Item 3: News Release

The news release was disseminated on August 24, 2017 through Stockwatch and filed on SEDAR.

Item 4: Summary of Material Change

The Company announced that it completed its initial public offering of 7,500,000 units (the “Units”), with each Unit comprising one common share of the Company and one-half common share purchase warrant of the Company, at a price of \$0.10 per Unit for gross proceeds of \$750,000 (the “Offering”).

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

See attached as Schedule “A”, the news release dated August 24, 2017 and filed on SEDAR at www.sedar.com.

5.2 Disclosure for Restructuring Transaction

N/A.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

N/A.

Item 7: Omitted Information

N/A.

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Jim Mustard, Chief Executive Officer
Telephone: (604) 418 9543
Email: jmustard@fourninesgold.ca

Item 9: Date of Report

August 24, 2017

SCHEDULE “A”

Four Nines Gold Inc. Completes Initial Public Offering

Vancouver, B.C. – August 24, 2017; Four Nines Gold Inc. (The “Company” or “Four Nines”) (CSE: FNAU) is pleased to announce that it has completed its initial public offering of 7,500,00 units (the “Units”), each Unit comprising one common share (the “Four Nines Shares”) of the Company and one-half common share purchase warrant (each whole warrant, a “Warrant”) of the Company, at a price of \$0.10 per Unit for gross proceeds of \$750,000 (the “Offering”) with each Warrant exercisable into one Four Nines Share for a period of 24 months following the closing of the Offering at a price of \$0.20 in the first year and \$0.30 in the second year. The Canadian Securities Exchange (the “CSE”) has listed the Four Nines Shares and has advised the Company that the Four Nines Shares will commence trading on the CSE on or about August 31, 2017 (the “Listing Date”) under the symbol “FNAU”.

PI Financial Corp. (the “Agent”) acted as the Company’s agent in connection with the Offering. Pursuant to the Offering, the Agent received a cash commission, a corporate finance fee and 525,000 compensation options, each option exercisable into one Four Nines Share for a period of 24 months following the Listing Date, at a price of \$0.20 in the first year and \$0.30 in the second year.

The Company intends to use the proceeds from the Offering to undertake the recommended work program on the Mariposa gold project, located in the White Gold district of the Yukon Territory, Canada, of which the Company holds an option to acquire up to a 70% interest in (the “Option”), with the remainder of the proceeds to be used to maintain the Option and for general corporate purposes and working capital requirements.

About Four Nines Gold Inc.

Four Nines is a mineral exploration company with a focus on the exploration and development of the Mariposa gold project, located in the White Gold district of the Yukon Territory.

For additional information, please contact:

Jim Mustard, CEO & Director
Telephone: (604) 418 9543
Email: jmustard@fourninesgold.ca

The securities offered pursuant to the Offering have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirement of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Certain statements in this release are forward-looking statements, which reflect the expectations of management regarding the Company’s listing of its common shares on the CSE, and include, but are not limited to, the Company’s disclosed intentions regarding use of proceeds from the Offering. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. The CSE has not reviewed, approved or disapproved the contents of this press release.