

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

November 9, 2018

Item 3: News Release

The news release was disseminated on November 9, 2018 through Stockwatch and filed on SEDAR.

Item 4: Summary of Material Change

The Company announced that it completed non-brokered private placement financing of secured convertible debentures (for gross proceeds of \$375,000, and a further non-brokered private placement offering of 5,000,000 units (each, a “Unit”) at a price per Unit of \$0.075 for additional gross proceeds of \$375,000.05.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

See attached as Schedule “A”, the news release dated November 9, 2018 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

November 14, 2018

Schedule A

FOUR NINES GOLD INC.
488 – 625 Howe Street
Vancouver, B.C., V6C 2T6

CSE: FNAU

FOUR NINES GOLD INC. ANNOUNCES CLOSING OF CONVERTIBLE DEBENTURE OFFERING AND UNIT OFFERING

Vancouver, B.C. – November 9, 2018 – Four Nines Gold Inc. (CSE:FNAU) (the “**Company**”) is pleased to announce the closing of a non-brokered private placement financing (the “**Debenture Financing**”) of secured convertible debentures (each, a “**Debenture**”) for gross proceeds of \$375,000, and a further non-brokered private placement offering (the “**Unit Offering**”) of 5,000,000 units (each, a “**Unit**”) at a price per Unit of \$0.075 for additional gross proceeds of \$375,000.05.

The terms of the Debentures include:

- a maturity date of one year from the date of issuance (the “**Maturity Date**”) and the principal amount of the Debenture, together with any accrued and unpaid interest, will be payable on the Maturity Date, unless earlier converted in accordance with its terms;
- the Debentures bear interest (the “**Interest**”) at the rate of 10% per annum, which Interest will be payable on maturity, unless earlier converted; and
- the principal amount of the Debenture, together with all accrued and unpaid interest thereon, is convertible into units of the Company at the option of the holder (each, a “**Debenture Unit**”) at a conversion price of \$0.10 per Debenture Unit, with each Debenture Unit comprised of one Class A common share of the Company (each, a “**Debenture Share**”) and one transferable share purchase warrant (each, a “**Debenture Warrant**”), with each Debenture Warrant exercisable into one additional Debenture Share (each, a “**Debenture Warrant Share**”) at an exercise price of \$0.10 per Debenture Warrant Share for a period of five (5) years from the date of conversion.

Repayment by the Company of amounts owing under the Debentures are secured by a charge over all of the assets of the Company. All subscribers to the Debenture Financing entered into an agency and inter-lender agreement with the Company and a designated subscriber to the Debenture Financing (the “**Agent**”), pursuant to which the subscribers appointed the Agent to act on their behalf as to certain matters relating to the Debentures, including with respect to enforcement of the security interest.

The terms of the Units include:

- each Unit is comprised of one Class A common share in the capital of the Company (each, a “**Unit Share**”) and one transferable common share purchase warrant (each, a “**Unit Warrant**”); and
- each Unit Warrant being exercisable into one Unit Share at a price of \$0.10 per Share for a period of five (5) years from the closing of the Unit Offering.

The proceeds of the Debenture Financing and the Unit Offering are expected to be used for debt repayment, accounts payable and general working capital purposes.

All of the securities issued in connection with the Unit Offering are subject to a statutory hold period of four months and one day.

None of the securities issued in the Unit Offering will be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

ON BEHALF OF THE BOARD

FOUR NINES GOLD INC.

"Jim Mustard"

Jim Mustard

President and Chief Executive Officer

Tel. 604.681.0209

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.

Disclaimer for Forward-Looking Information

Certain statements in this press release are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the use of proceeds of the Debenture Financing and the Unit Offering. Such statements are qualified in their entirety by the inherent risks and uncertainties that the proceeds of the Debenture Financing and the Unit Offering may be used other than as set out in this news release and other factors beyond the control of the Company. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.