

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of the Company

Unigold Inc. ("Unigold" or the "Company")
P.O. Box 936, STN Adelaide
Toronto, Ontario M5C 2K3

Item 2 Date of Material Change

June 23, 2020.

Item 3 News Release

A news release with respect to the material change referred to in this report was issued by the Company through GlobeNewswire on June 24, 2020, and filed on the system for electronic document analysis and retrieval (SEDAR) on June 24, 2020.

For additional information, see the press release attached as Schedule "A".

Item 4 Summary of Material Change

On June 23, 2020, the Company completed a private placement private placement of 33,333,334 units of the Company (the "Units") at a price of \$0.18 per Unit for gross proceeds of \$6,000,000.12 (the "Offering"). Each Unit consisted of one common share of the Company (a "Common Share") and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.30 at any time prior to June 23, 2022. The Company has the right to accelerate the expiry date of the Warrants on notice to the holders of Warrants if the closing price of the Common Shares on a stock exchange in Canada is higher than \$0.60 per Common Share for more than 20 consecutive trading days at any time after October 23, 2020.

Item 5 Full Description of Material Change

Details of the Offering

Please refer to the press release dated June 24, 2020 attached as Schedule "A" for further details.

Related Party Participation

Please see table summary attached as Schedule "B".

The Offering was unanimously approved by each of the directors of the Company entitled to vote. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director. The Company will send a copy of this material change report to any security holder of the Company upon request and without charge.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Mr. Joseph Hamilton
Chairman & CEO Unigold Inc.
(416) 866-8157

Item 9 Date of Report

June 24, 2020.

SCHEDULE "A"

PRESS RELEASE

Please see attached.



UNIGOLD INC.

P.O. Box 936, STN Adelaide, Toronto, Canada M5C 2K3

T. 416.866.8157

www.unigoldinc.com

PR No. 2020-14

**UNIGOLD ANNOUNCES CLOSING OF PRIVATE PLACEMENT
OF 33,333,334 UNITS FOR GROSS PROCEEDS OF APPROXIMATELY \$6 MILLION**

Toronto, Ontario, June 24, 2020 – Unigold Inc. ("**Unigold**" or the "**Company**") (TSX-V: UGD) is pleased to announce that it has closed its previously announced private placement of 33,333,334 units of the Company (the "**Units**") at a price of \$0.18 per Unit for gross proceeds of approximately C\$6,000,000 (the "**Offering**"). Each Unit consists of one common share in the capital of the Company (a "**Common Share**") and one-half of one common share purchase warrant (each whole common share purchase warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.30 at any time prior to June 23, 2021. The Company has the right to accelerate the expiry date of the Warrants on notice to the holders of Warrants if the closing price of the Common Shares on a stock exchange in Canada is higher than \$0.60 per Common Share for more than 20 consecutive trading days at any time after October 23, 2020.

In connection with the closing of the Offering, the Company paid an aggregate of \$327,154 in cash and issued an aggregate of 1,949,520 finder warrants to various finders in connection with the Offering. Each finder warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.18 at any time prior to June 23, 2021, subject to the right of the Company to accelerate the expiry on the same terms as the Warrants. Finder's fees were payable to a group of financial advisors led by Clarus Securities Inc.

The net proceeds from the Offering will be used to fund the Company's continued exploration and development on its Neita Concession in the Dominican Republic, and for general working capital purposes. All securities issued under the Offering are subject to a four-month hold period, which will expire October 24, 2020. The Offering is subject to final acceptance of the TSX Venture Exchange.

The following "insiders" of the Company subscribed for Units under the Offering:

Insider	Insider Relationship	Units Purchased
Eric Sprott ⁽¹⁾	10% Security Holder	3,900,000
Normand Tremblay ⁽²⁾	Director of Issuer	135,000
Charles Page	Director of Issuer	150,000
Joseph Hamilton	Director of Issuer	101,300
TOTAL:		4,286,300

⁽¹⁾ 2176423 Ontario Inc., a holding company of Mr. Eric Sprott, subscribed under the Offering.

⁽²⁾ 6545921 Canada Inc., a holding company of Mr. Normand Tremblay, subscribed under the Offering.

Each subscription by an "insider" is considered to be a "related party transaction" for purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61- 101") and Policy 5.9 – *Protection of Minority Security Holders in Special Transactions* of the TSX Venture Exchange. Pursuant to MI 61-101, the Company will file a material change report providing disclosure in relation to each "related party transaction" on SEDAR under the Company's issuer profile at www.sedar.com. The Company did not file the material change report more than 21 days before the expected closing date of the Offering as the details of the Offering and the participation therein by each "related party" of the Company were not settled until shortly prior to the closing of the Offering, and the Company wished to close the Offering on an expedited basis for sound business reasons. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on sections 5.5(a) and (b) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization, and no securities of the Company are listed or quoted for trading on prescribed stock exchanges or stock markets. Additionally, the Company is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(b) as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. 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 the securities in any State in which such offer, solicitation or sale would be unlawful.

Unigold Continues to Rely on Temporary Relief for Filing of Q1 2020 Financials

The Company continues to rely on the exemption under Ontario Instrument 51-502 – *Temporary Exemption from Certain Corporate Finance Requirements*, which instrument became effective as of March 23, 2020, in postponing the filing of its financial statements for the three months ended March 31, 2020 and management's discussion and analysis thereof (together the "**Q1 2020 Financials**").

On April 29, 2020, the Company indicated that it would rely on the 45-day extension in filing its Q1 2020 Financials and would release these statements on or before July 1, 2020. The Company now expects to file its Q1 2020 Financials on or before July 16, 2020. Other than disclosed herein, or as previously disclosed by the Company, there have been no material business developments since April 29, 2020.

About Unigold Inc. – Discovering Gold in the Caribbean

Unigold is a Canadian based mineral exploration company traded on the TSX Venture Exchange under the symbol UGD, focused primarily on exploring and developing its gold assets in the Dominican Republic.

For further information, please visit www.unigoldinc.com or contact:

Mr. Joseph Hamilton
Chairman & CEO Unigold Inc.
jhamilton@unigoldinc.com
(416) 866-8157

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

Cautionary Note Regarding Forward-Looking Information

This news release contains "forward-looking information" within the meaning of the applicable Canadian securities legislation that is based on expectations, estimates, projections and interpretations as at the date of this news release. The information in this news release about the Offering; the use of the proceeds from the Offering; the number of Common Shares offered or sold; the gross proceeds from the Offering; the timing and ability of the Company to close the Offering, if at all; the timing and ability of the Company to satisfy the listing conditions of the TSX Venture Exchange, if at all; and any other information herein that is not a historical fact may be "forward-looking information". Any statement that involves discussions with respect to predictions, expectations, interpretations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not

always using phrases such as "expects", or "does not expect", "is expected", "interpreted", "management's view", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information and are intended to identify forward-looking information. This forward-looking information is based on reasonable assumptions and estimates of management of the Company, at the time such assumptions and estimates were made, and involves known and unknown risks, uncertainties or other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking information. Such factors include, among others, risks relating to the Offering; volatility in the trading price of common shares of the Company; risks relating to the ability of the Company to obtain required approvals, complete definitive documentation and complete the Offering on the terms announced; risks relating to mining activities; the global economic climate; metal prices; dilution; environmental risks changes in the tax and regulatory regime; and community and non-governmental actions. Although the forward-looking information contained in this news release is based upon what management believes, or believed at the time, to be reasonable assumptions, the Company cannot guarantee shareholders and prospective purchasers of securities of the Company that actual results will be consistent with such forward-looking information, as there may be other factors that cause results not to be as anticipated, estimated or intended, and neither Company nor any other person assumes responsibility for the accuracy and completeness of any such forward looking information. Company does not undertake, and assumes no obligation, to update or revise any such forward-looking statements or forward-looking information contained herein to reflect new events or circumstances, except as may be required by law.

SCHEDULE "B"

OWNERSHIP OF SECURITIES OF THE COMPANY PRE-OFFERING AND POST-OFFERING

Insider	Relationship	Common Shares Held Prior to Offering	Percentage Held Prior to Offering	Units Purchased	Subscription Amount	Common Shares Held After Offering	Percentage Held After Offering (Undiluted Basis)	Percentage Held After Offering (Partially- Diluted Basis)
Eric Sprott ⁽¹⁾	10% Security Holder	10,000,000	12.09%	3,900,000	\$702,000.00	13,900,000	11.98%	13.44%
Normand Tremblay ⁽²⁾	Director of Issuer	4,905,129	5.93%	135,000	\$24,300.00	5,040,129	4.34%	4.40%
Joseph Hamilton	Director of Issuer	677,630	0.82%	101,300	\$18,234.00	778,930	0.67%	0.71%
Charles Page	Director of Issuer	262,050	0.32%	150,000	\$27,000.00	412,050	0.36%	0.42%
TOTAL:		15,844,809	19.16%	4,286,300	\$771,534.00	20,131,109	17.35%	18.85%

Notes:

- (1) 2176423 Ontario Inc., a holding company of Mr. Eric Sprott, subscribed under the Offering.
(2) 6545921 Canada Inc., a holding company of Mr. Normand Tremblay, subscribed under the Offering.

Issued and Outstanding Before Offering	82,687,309
Issued and Outstanding After Offering	116,020,643