

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

TEMBO GOLD CORP. (the "Issuer")
#1305 – 1090 West Georgia Street
Vancouver, BC V6E 3V7

Item 2 Date of Material Change

May 5, 2016

Item 3 News Release

The news release was issued on May 5, 2016 by the Issuer through approved public media and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Dr. Bob Foster resigned as a director of the Issuer.

Item 5 Full Description of Material Change

The Issuer received and accepted, with immediate effect, the resignation of Dr. Bob Foster as a director of the Issuer.

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

Not applicable.

Item 7 Omitted Information

No significant facts have been omitted from this report.

Item 8 Executive Officer

Marc Cernovitch, Director and Vice President Business Development
Phone: 416-619-9010

Item 9 Date of Report

May 18, 2016