FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

G4G Resources Ltd.,
Suite 1001-409 Granville Street
Vancouver, BC, V6C 1T2

Item 2: Date of Material Change

July 10, 2015

Item 3: News Release

July 10, 2015

Item 4: Summary of Material Change

G4G Resources Ltd. Announces Closing of Three Concurrent Transactions

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

With reference to **G4G Capital Corp.'s (TSX-V: GCC**) ("G4G" and/or the "Company") announcements of June 19th and June 30th, 2015, G4G is pleased to announce that it has now concurrently closed its private placement, property acquisition and the first portion of the debt conversion previously announced.

On July 8th, 2015, the Company closed a placement of 9,500,000 shares at a price of $0.05 per share for gross proceeds of $475,000. The shares were issued subject to a hold period expiring November 9, 2015.

On the same date, the Company acquired the right to earn a 60% interest in and to the ARM Group of mineral claims consisting of 544 contiguous mineral claims encompassing approximately 11,011 hectares of land located in the Whitehorse Mining District, about 210 km's northwest of Whitehorse and 35 km's northeast of the town of Burwash Landing on the western shore of Kluane Lake, Yukon Territory by issuing 400,000 shares to Ryan Gold Corp., the Optionor of the ARM Claims. Particulars of the terms of acquisition are set out in the Company's news release of March 20, 2015.

Also on July 8th, 2015, G4G issued the first tranche of 10,589,160 shares at a price of $0.05 per share to David D'Onofrio in settlement of debts in the amount of $199,458. The shares have been issued subject to Value Security Escrow conditions imposed on the shares by the Exchange. As such, the shares will be released from escrow as follows:

- 10% on the distribution date being a date following the date the Exchange accepts the debt conversion for filing; and

- 15% each and every 6 months thereafter until the escrowed securities have been fully released.

An additional 6,600,000 shares will be issued at a deemed price of $0.05 per share to Pasquale DiCapo within three days following the date the Company's shares resume trading on the TSX Venture Exchange in settlement of additional debt in the amount of $330,000.

The debt settlement shares gives rise to the creation of a new control block of shares with the following new inside and control block positions being created:

David D'Onofrio – 16.81%
Pasquale DiCapo – 29.15%

The change in control and the issuance of a new control block of shares was approved by disinterested shareholders at G4G's Annual and Special meeting held on June 30th, 2015 as previously announced.

In the opinion of management, the concurrent closings of the private placement, property acquisition and debt conversion will complete the Company's reorganization which is intended to allow the Company to comply with the TSX Venture Exchange Minimum Listing Requirements for a Tier 2 Listed Issuer. As a result, an application will now be made for the Company's shares to resume trading on the TSX Venture Exchange

Effective today, the Company also announced the appointment of David D'Onofrio to the Board of Directors.

5.2 Disclosure for Restructuring Transactions

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 Officers

Basil Botha – President/CEO; Phone: (604)602.9868

Item 9: Date of Report

July 10, 2015