FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company

G4G Capital Corp. (“**G4G**” or the “**Company**”)
217 - 179 Davie Street
Vancouver, BC V6Z 2Y1

ITEM 2. Date of Material Change

September 21, 2016

ITEM 3. News Release

G4G disseminated a press release in respect of the material change on September 21, 2016 via Marketwire. The press release was subsequently filed on SEDAR on September 21, 2016.

ITEM 4. Summary of Material Change

On September 21, 2016 the Company announced that it has signed a letter agreement (the "**Agreement**") granting it the option (the “**Option**”) to purchase 21 properties, comprising approximately 12,301 quartz claims (the "**Properties**"), located in the White Gold District of the Yukon Territory, from Shawn Ryan and Wildwood Exploration Inc. (the "**Vendors**"). In addition, in connection with the Option, G4G announced that it will complete a non-brokered private placement (the “**Private Placement**”) for gross proceeds of C$3,000,000 through the issuance of units (“**Units**”) at a price of C$0.20 per Unit.

ITEM 5. Full Description of Material Change

On September 21, 2016 the Company announced that it has signed the Agreement with the Vendors, granting it the Option to purchase the Properties located in the White Gold District of the Yukon Territory.

In order for G4G to exercise the Option the following consideration will be paid to the Vendors:

- share consideration of 7 million common shares of G4G (“**Common Shares**”) issuable in two installments, 1 million within two business days of the Effective Date (as defined below) and 6 million within 18 months of the Effective Date;

- cash consideration of C$3.5 million payable in five installments, C$500,000 on the Effective Date, C$500,000 on the first anniversary of the Effective Date, C$500,000 on the second anniversary of the Effective Date, C$1 million on the third anniversary of the Effective Date and C$1 million on the fourth anniversary of the Effective Date; and

- reimbursement of the Vendors’ staking expenses of up to C$40,000.

As part of the Agreement, G4G will enter into a consulting agreement with Shawn Ryan pursuant to which, Mr. Ryan will be appointed Chief Technical Advisor of G4G for a five year period from the Effective Date.

The Option is subject to certain customary conditions including, without limitation, completion of the Private Placement, and receipt of all necessary regulatory and third party approvals, including the approval of the TSX Venture Exchange (the "**TSXV**") (the date upon which all conditions are satisfied, the "**Effective Date**").

In connection with the Option (and as a condition to the Effective Date), G4G announced that it will complete the Private Placement for gross proceeds of C$3,000,000 through the issuance of Units at a price of C$0.20 per Unit. Each Unit will consist of one Common Share and one share purchase warrant (a "**Warrant**"), with each Warrant entitling the holder to acquire one additional Common Share at an exercise price of C$0.25 for a Common Share for a period of three years from the Effective Date.

The Private Placement is integral to the proposed transaction and therefore G4G will be relying on the 'part and parcel pricing' exemption allowed by the TSXV. Completion of the Private Placement is subject to the approval of the TSXV. All securities issued under the Private Placement will be subject to a hold period of four months and one day from the date of issuance of the securities.

Up to 9,000,000 Units ($1,800,000), may be purchased by insiders of G4G, (the "**Insider Participation**"), although exact allocations have not yet been determined. Any Insider Participation will result in the Private Placement being a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and Policy 5.9 of the TSXV Corporate Finance Manual ("**Policy 5.9**").

The Properties will be subject to a 2% NSR which will also be payable on each quartz claim staked by G4G (or any subsidiary or affiliate) in a specified area of influence during the five year period following the Effective Date, of which 1% will be payable to the Vendors and 1% will be payable to a related party (the "**Related Party Royalty**"). The Related Party Royalty constitutes a "related party transaction" within the meaning of MI 61-101 and Policy 5.9.

Purpose and Business Reasons for the Transaction

Proceeds from the Private Placement will be used to partially finance the exercise of the Option, to finance the exploration of the Properties, and for general corporate purposes.

The Related Party Royalty is payable to CapitalOne Asset Management Limited ("**CapitalOne**"), an entity wholly owned by Pat DiCapo (who owns more than 20% of the outstanding Common Shares). The purpose of the Related Party Royalty is to provide compensation to Pat DiCapo for services rendered in connection with negotiating the terms of the Option. In order to preserve cash, the Company offered to pay this compensation in the form of the Related Party Royalty.

The Anticipated Effect of the Transaction on the Issuer's Business and Affairs

The net proceeds of the Private Placement are expect to enable the Company to partially finance the exercise of the Option, to finance the exploration of the Properties, and for general corporate purposes.

The Company does not anticipate that the Related Party Royalty will affect the Company's business or affairs.

The Interest in the Transaction of Every Related Party

Related Party	Interest
David D'Onofrio	Units[1]
David Schmidt	Units[1]
Pat DiCapo	Units[1]
CapitalOne[2]	Related Party Royalty

Notes:
(1) The allocations of the Units being purchased by insiders have not yet been determined; however, the maximum number of Units to be purchased by insiders is 9,000,000.
(2) CapitalOne is wholly owned by Pat DiCapo (who holds more than 20% of the outstanding Common Shares of G4G).

The anticipated effect of the Insider Participation on the percentage of securities of the Company beneficially owned or controlled by each individual referred to in the table above is unknown until the allocations of the Units being purchased by insiders has been determined.

Discussion of the Review and Approval Process Adopted by the Board of Directors

All the terms and conditions of the Private Placement (including the Insider Participation) were reviewed and approved by the board of directors of the Company at a meeting held on September 20, 2016, and there was no contrary views expressed by any director at the meeting; however, David D'Onofrio and David Schmidt (who intend to purchase Units under the Private Placement) did not vote on the resolution approving the Private Placement.

The grant of the Related Party Royalty was reviewed and approved by the board of directors of the Company at a meeting held on September 20, 2016, and there was no contrary views expressed by any director at the meeting; however, David D'Onofrio (who is an officer of an entity owned by Mr. DiCapo) did not vote on the resolution approving the Related Party Royalty.

Formal Valuation and Minority Approval Exemptions Relied Upon

An exemption from the valuation requirement is available to G4G with respect to the Insider Participation because it is not listed on certain specific stock exchanges (as per Section 5.5(b) of MI 61-101) and an exemption from the minority approval requirements is available because neither the fair market value of the securities to be distributed, nor the consideration to be received for those securities, insofar as it relates to the Insider Participation, exceeds $2,500,000 (as per Section 5.7(b) of MI 61-101).

An exemption from the valuation requirement is available to G4G with respect to the Related Party Royalty because it is not listed on certain specific stock exchanges (as per Section 5.5(b) of MI 61-101). G4G will seek minority shareholder approval for the grant of the Related Party Royalty.

ITEM 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

ITEM 7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. Executive Officer

For further information, please contact:
Name: David Schmidt, Chief Financial Officer, G4G Capital Corp.
T: (604) 630-6889

ITEM 9. Date of Report

September 23, 2016.

Forward-Looking Statements

This material change report contains forward-looking information within the meaning of applicable securities legislation. Forward-looking information is typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. Such statements include, without limitation, statements regarding the future results of operations, performance and achievements of G4G, including completion of the acquisition of the Properties, receipt of all necessary regulatory and third party approvals required in connection with the acquisition and the Private Placement, completion of the acquisition and the Private Placement, amount of Insider Participation, use of proceeds, minority shareholder approval of the Related Party Royalty and the impact of the Related Party Royalty on the Company's business and affairs. Although the Company believes that such statements are reasonable, it can give no assurances that such expectations will prove to be correct. All such forward-looking information is based on certain assumptions and analyses made by G4G in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. This information, however, is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Important factors that could cause actual results to differ from this forward-looking information include those described under the heading "Risks and Uncertainties" in G4G's most recently filed MD&A. G4G does not intend, and expressly disclaims any obligation to, update or revise the forward-looking information contained in this material change report, except as required by law. Readers are cautioned not to place undue reliance on forward-looking information.