

This is the form of material change report required under Section 85(1) of the Securities Act.

**BC FORM 51-102F3**  
**(formerly Form 53-901F)**

Securities Act

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT**

**Item 1. Reporting Issuer**

Savannah Gold Corp.  
Suite 2050 – 1055 West Georgia Street  
Vancouver, BC V6E 3P3  
(604) 684-2181

**Item 2. Date of Material Change**

April 25, 2017

**Item 3. Press Release**

Issued on April 25, 2017, at Vancouver, BC Canada

**Item 4. Summary of Material Change**

SAVANNAH GOLD CORP. announces that it has entered into a binding Letter of Intent (“LOI”) dated April 24, 2017 with 1975293 Alberta Ltd., operating as E3 Metals (“E3 Metals”). Savannah and E3 Metals will enter into a definitive Share Exchange Agreement (the “Definitive Agreement”) whereby all outstanding securities of E3 Metals will be exchanged for securities of Savannah (the “Transaction”), which constitutes a Fundamental Acquisition (as that term is defined in the policies of the TSX Venture Exchange (the “TSXV”)) by Savannah

**Item 5. Full Description of Material Change**

Please see attached press release.

**Item 6. Reliance on Section 85(2) of the Act**

N/A

**Item 7. Omitted Information**

None

**Item 8. Senior Officers/Directors**

The following senior officers/directors of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Praveen Varshney

Mervyn Pinto

Director  
Suite 2050 – 1055 West Georgia St.  
Vancouver, BC  
V6E 3P3  
(604) 684-2181

Director  
Suite 2050 – 1055 West Georgia St.  
Vancouver, BC  
V6E 3P3  
(604) 684-2181

**Item 9. Statement of Senior Officer/Director**

The foregoing accurately discloses the material change referred to herein.

Dated this 25<sup>th</sup> day of April, 2017.

"Praveen Varshney"

Praveen Varshney  
Name

Director  
Position / Title

Vancouver, B.C.  
Place of Declaration

# SAVANNAH GOLD CORP.

## FOR IMMEDIATE RELEASE

Contact: Investor Relations  
Phone (604) 684-2181  
info@varshneycapital.com

April 25, 2017

### **Savannah Gold Corp. Announces the Signing of a Binding Letter Of Intent With 1975293 Alberta Ltd., operating as E3 Metals.**

Vancouver, British Columbia - (April 25, 2017) – **SAVANNAH GOLD CORP.** (TSX.V:SAV.H) (the “**Corporation**” or “**Savannah**”) is pleased to announce that it has entered into a binding Letter of Intent (“**LOI**”) dated April 24, 2017 with 1975293 Alberta Ltd., operating as E3 Metals (“**E3 Metals**”). Savannah and E3 Metals will enter into a definitive Share Exchange Agreement (the “**Definitive Agreement**”) whereby all outstanding securities of E3 Metals will be exchanged for securities of Savannah (the “**Transaction**”), which constitutes a Fundamental Acquisition (as that term is defined in the policies of the TSX Venture Exchange (the “**TSXV**”)) by Savannah. The final structure of the Definitive Agreement is subject to applicable corporate, securities and tax considerations. The Transaction is an arm’s length transaction.

On closing of the Transaction, it is anticipated that Savannah will change its name to E3 Metals Corp. and will carry on with the development of E3 Metals’ “petro-brine” projects in south-central Alberta. The Corporation proposes to complete a reactivation and upgrade to Tier 2 on the TSXV following the Transaction.

#### About E3 Metals

E3 Metals is a private company incorporated under the Alberta Business Corporations Act and headquartered in Calgary, Alberta, Canada. E3 Metals, is a lithium “petro-brine” exploration and development company focusing on the Clearwater and Exshaw Projects covering the Leduc reservoir in south-central Alberta. These projects were specifically selected, and first to be staked in the region for lithium exploration, due to their ability to deliver the large volumes of water required for direct extraction of lithium from petro-brines. Historical lithium concentrations in the region range as high as 140mg/L within the reservoir. Ease of on-the-ground access and the large amount of existing infrastructure available associated with the production of oil and gas is the reason E3 Metals has focused its efforts in the region. Centrally located around Red Deer, the city which is the hub for oil and gas service companies operating in the province, E3 Metals will look to leverage access to the existing infrastructure in order to lower both costs and risks for the assessment and potential development of its projects.

In Alberta, lithium is known to exist within the saline water (or “petro-brine”) that sits directly below certain very well understood oil reservoirs. E3 Metals plans to systematically sample each of its project areas to determine the concentration of lithium over a significant area, far larger than historically sampled, and create a development strategy based on locating the areas of highest lithium concentrations within the reservoir. E3 Metals will be able to use the large amount of data available on the reservoir’s physical properties from the oil and gas industry, allowing the Corporation to move quickly to developing a mineral resource.

“The ultimate goal of E3 Metals is to develop a project capable of producing in excess of 20,000t of lithium carbonate equivalent (LCE) per year. Given the high water deliverability of the lithium petro-brine, E3 Metals believes its project goal is achievable” said Chris Doornbos, who will assume the role of President and CEO of the Corporation on closing of the Transaction. “We believe that the listing of E3’s shares on the TSXV is a good strategic move for our company as it will allow E3 Metals to raise the necessary capital so that we can focus on launching and expanding our exciting and critical business.”

Upon completion of the Transaction, it is anticipated that certain of Savannah’s current management will resign and that representatives of E3 Metals with the requisite experience to manage the Corporation will be appointed officers, in order to satisfy the requirements of the TSXV. Additionally, the board of directors of the Corporation will be comprised of five members as follows:

#### Proposed Directors and Officers of the Corporation

It is proposed that the following individuals will be appointed and/or remain directors and officers of the Corporation on closing:

*Chris Doornbos*, President, Chief Executive Officer and Director

Chris has a broad range of experience in developing mineral projects across the globe. His experience covers the spectrum from greenfields exploration to project development. Chris has a strong technical background and has successfully driven projects through to the development stages including a very successful track record of expanding resources by using innovative and out of the box thinking. Chris has experience in capital raising both privately and publicly, assisted in the founding of public junior mining companies and the sale and acquisition of mineral properties. Chris emphasises risk management, developing and managing an exceptional technical team and well-strategized project generation, with a clear focus on developing and capturing value for shareholders. He is the CEO of Revere Development Corp. and was the Vice-President of Exploration for MinQuest Ltd.

*Mike O’Hara*, Director

Mike is an oil & gas executive and registered professional engineer with 35 years’ experience in founding, developing and managing profitable, growth oriented oil and gas companies. He has a solid track record in the evaluation, negotiation and acquisition of high quality oil & gas properties and joint venture opportunities. Formerly, Mike was the President of Bernum Petroleum Ltd, President, Director and Founder of Xergy Processing Inc and CEO, President, Director & Founder of Calahoo Petroleum Ltd., a TSX listed E&P company, sold in 2000 to Samson Petroleum for ~\$130MM .

*Jeremy Read*, Director

Jeremy is a seasoned mineral resource industry executive, having worked on a broad range of precious and base metals projects in Australia, Africa, North America, India and Scandinavia. He has wide ranging experience in project generation, greenfields, brownfields and project development. Jeremy spent 11 years working for BHP in Africa and Australia, including several years as the Manager of BHP’s Australian Exploration Team. From 2003 Jeremy has concentrated on developing junior mineral resource companies, creating and capturing value for shareholders. He has been the Managing Director of four ASX listed resource companies;

Discovery Metals, Meridian Minerals, Avalon Minerals and MinQuest. Jeremy has also listed companies on the Alternative Investment Market in London and the Botswana Stock Exchange.

*Paul Reinhart, Director*

Paul brings his over 30 years of experience in providing early stage project financing and advisory services. Paul's experience and expertise in the resource exploration business includes Kokanee Explorations, Far West Mining and Bearing Resources. He is currently CEO of Sora Capital Corp, an Investment Issuer focused on the technology industry. He is also President of Vanhart Capital Corporation, a privately held investment company, specializing in funding and advisory services for early stage companies.

*Peeyush Varshney, Director*

Peeyush has been actively involved in the capital markets since 1996 and has been a principal of Varshney Capital Corp., a private merchant banking, venture capital and corporate advisory firm since 1996. Mr. Varshney obtained a Bachelor of Commerce degree (Finance) in 1989 and a Bachelor of Laws in 1993, both from the University of British Columbia. He then articulated at a large regional business law firm in Vancouver, British Columbia, from 1993 to 1994, and has been a member of the Law Society of British Columbia since September 1994. Mr. Varshney is also director of TSX listed Mountain Province Diamonds Inc. and TSX Venture Exchange listed Canada Zinc Metals Corp. and Margaret Lake Diamonds Inc.

*Debbie Lew, CFO*

Debbie has been with Varshney Capital Corp, a Vancouver based merchant banking, venture capital and corporate advisory services firm, for over 16 years and took on the management role in finance and administration in 2006. Ms. Lew obtained her designation as a CPA, CGA in 2007. Ms. Lew is a director and/or officer of various publicly traded companies.

#### Share Exchange Transaction

On closing of the Transaction, Savannah will pay E3 Metals \$150,000 and issue to the shareholders of E3 Metals (i) a total of 6,000,000 common shares of the Corporation in exchange for 100% of the outstanding shares of E3 Metals and (ii) 600,000 share purchase warrants (the "**Warrants**") in exchange for 100% of the outstanding share purchase warrants of E3 Metals. Each Warrant will be exercisable into one common share in the capital of the Corporation at an exercise price of \$0.30 per share until April 19, 2020.

The completion of the Transaction is subject to a number of conditions, including but not limited to, the execution of the Definitive Agreement, completion of satisfactory due diligence including the delivery and satisfactory review of the audited financial statements of E3 Metals and the approval of the Transaction by each of the TSXV and the board of directors of each of Savannah and E3 Metals.

#### Miscellaneous Terms

The securities to be issued in connection with the Transaction have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or

any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in Regulation S promulgated under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Unless agreed between the Corporation and E3 Metals, the LOI will terminate on the execution of the Definitive Agreement.

### About Savannah

The Corporation's historical business activity has been related to the exploration and development of precious metals properties. Subsequent to completing the Transaction, the Corporation will not pursue precious metals exploration or development but will continue with the development of resource assets in the lithium sector.

*Completion of the Transaction is subject to a number of conditions, including TSXV acceptance. The Transaction cannot close until the required approvals are obtained. There can be no assurance that the Transaction will be completed as proposed or at all.*

*The TSX Venture Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.*

### **ON BEHALF OF THE BOARD OF SAVANNAH GOLD CORP.**

*(Signed) "Praveen Varshney"*

Praveen Varshney  
President

For further information contact Peeyush Varshney at 604 684-2181.

### **Reader Advisory**

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

*This news release contains "forward-looking information" within the meaning of applicable securities laws relating to the proposal to complete the Transaction and associated transactions, including statements regarding the terms and conditions of the Transaction and the outlook of the business of E3 Metals. Although the Corporation believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Corporation can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties will not proceed with the Transaction and associated transactions, that the ultimate terms of the Transaction and associated transactions will differ from those that currently are contemplated, and that the Transaction and associated transactions will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities). The terms and conditions of the Transaction may change based on the Corporation's due diligence and the receipt of tax, corporate and securities law advice for both the Corporation and E3 Metals. The statements in this press release are made as of the date of this release. The Corporation undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of the Corporation, E3 Metals, their securities, or their respective financial or operating results (as applicable).*