FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Corporation

Carpathian Gold Inc. ("**Carpathian**" or the "**Corporation**")

36 Toronto Street, Suite 1000
Toronto, Ontario M5C 2C5

2. Date of Material Change

May 19, 2016.

3. News Release

The news release with respect to the material change referred to in this report was released through Marketwired on May 19, 2016. A copy of the news release is filed on the system for electronic document analysis and retrieval (SEDAR).

4. Summary of Material Change

Carpathian Gold Inc. closes $10 million private placement and announces board and management additions.

5. Full Description of Material Change

Carpathian has closed the previously announced financing whereby Forbes & Manhattan Inc. ("**Forbes & Manhattan**"), Sulliden Mining Capital Inc. (TSX:SMC) and Black Iron Inc (TSX: BKI) have subscribed to a private placement (the "**Private Placement**") of units (the "**Units**") at a subscription price of CAD$0.07 per Unit for aggregate gross proceeds of ten million dollars (CAD$10,000,000). Each Unit consists of one (1) common share of the Corporation ("Common Share") and one-half (0.5) of a common share purchase warrant ("**Warrant**").

Guy Charette, interim CEO stated: "We are pleased with the quick closing of our previously announced financing with Forbes and Manhattan and look forward to our renewed focus on our Rovina Project in Romania".

Stan Bharti, Chairman of Forbes and Manhattan stated: "Forbes and its team are excited to get involved with an asset such as Rovina. Much like our previous successes at

Sulliden Gold, Avion Gold, Belo Sun Mining and Central Sun Mining, we view Rovina as a tremendous opportunity to bring our technical, social, and capital market expertise to unlock the value in Rovina in the coming months."

In conjunction with the closing of the financing, Mr. John Hick and Mr. Julio Carvalho have stepped down from the board of directors. The Board would like to thank them for their hard work over the last several years during a difficult time for Carpathian.

The board would also like to welcome Mr. Stan Bharti, Mr. Peter Tagliamonte and Mr. Matt Simpson to the board of Carpathian.

Additionally the Board of Carpathian would like to announce the appointment of Mr. Scott Moore as the new interim CEO of Carpathian. Mr. Moore is a seasoned capital markets executive and current COO of Forbes and Manhattan Inc. Mr. Moore has been involved in numerous turnaround situations over the last decade, specifically in the gold space with Avion gold in Mali and Sulliden Gold in Peru. The board would also like to extend its thanks to Mr. Guy Charette for his guidance through the divestiture of MRDM and the debt resolution with Macquarie. We look forward to Guy's continued input as a member of the board of directors of Carpathian.

G. Scott Moore, Incoming CEO stated: "We have been looking to get involved in Rovina for several years as we believe it represents an outstanding opportunity. While there are some challenges to overcome, we are confident on their resolution fully surfacing Rovina's true value."

Each whole Warrant will entitle the holder to acquire one (1) Common Share at a price of CAD$0.12 for a period of two (2) years from the date of issuance. However, the Warrant exercise period may be accelerated if after the date that is 4 months and a day following the closing, the Common Shares trade at a price above CAD$0.15 for a period of 20 consecutive trading days.

Origin Merchant Partners acted as financial advisor for Carpathian in connection with this transaction.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

None.

8. Executive Officer

For further information, please contact:

G. Scott Moore
Interim Chief Executive Officer
+1-416-861-5903

9. Date of Report

May 26, 2016.