

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

Desert Gold Ventures Inc. (the “Company”)  
4770 72 Street  
Delta, BC V4K 3N3

**Item 2 Date of Material Change**

September 19, 2017

**Item 3 News Release**

News Release issued on September 19, 2017 and disseminated through CNW services and filed on SEDAR.

**Item 4 Summary of Material Change**

Desert Gold Ventures Inc. (TSX-V symbol: DAU) (“Desert Gold” or the “Company”) is pleased to announce that it has closed the first tranche of its non-brokered private placement (the “Private Placement”) raising aggregate gross proceeds of \$500,000 from Sodinaf International Group Inc. (“Sodinaf”) through the issuance of 2,000,000 units (each a “Unit”).

**Item 5 Full Description of Material Change**

Please refer to the attached news release for a full description.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

**Item 7 Omitted Information**

Not Applicable.

**Item 8 Executive Officer**

Contact: Jared Scharf, President and Director  
Telephone: (858) 247-8195

**Item 9 Date of Report**

September 19, 2017

## SCHEDULE "A"

(please see the attached news release)

### DESERT GOLD CLOSES FIRST TRANCHE OF PRIVATE PLACEMENT

**September 19, 2017:** Desert Gold Ventures Inc. (TSX-V symbol: DAU) (“**Desert Gold**” or the “**Company**”) is pleased to announce that it has closed the first tranche of its non-brokered private placement (the “**Private Placement**”) raising aggregate gross proceeds of \$500,000 from Sodinaf International Group Inc. (“**Sodinaf**”) through the issuance of 2,000,000 units (each a “**Unit**”). Each Unit consists of one common share and one share purchase warrant (the “**Warrant**”). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of CDN\$0.30 per share for a period of five (5) years from the closing of this Private Placement. Warrants will be subject to a thirty (30) day acceleration clause upon announcement by the Company that its shares have traded on a volume weighted average basis of CDN\$1.00 per common share, or more, for at least ten (10) consecutive trading days.

Sodinaf is a “related party” to the Company under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) by virtue of its shareholdings being in excess of 10% of the issued and outstanding shares of the Company (the “**Share Capital**”). Sodinaf currently owns 4,760,800 common shares, representing approximately 20% of the current Share Capital. The Company sought and obtained shareholder approval of creation of a Control Person as the closing of the Private Placement resulted in Sodinaf becoming a “Control Person” (as that term is defined in the TSX Venture Exchange’s policies).

The Private Placement is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any securities issued to or the consideration paid by such persons will exceed 25% of the Company’s market capitalization.

The proceeds of the Private Placement will be used for drilling and field work at the Company’s projects in Western Mali and for general working capital. All securities issued pursuant to the Private Placement will be subject to a hold period of four months and a day.

### ON BEHALF OF THE BOARD

“*Jared Scharf*”

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Jared Scharf, President and Director  
Desert Gold Ventures Inc.  
+1 (858) 247-8195

For further information please visit our website [www.desertgold.ca](http://www.desertgold.ca) or information available on [www.SEDAR.com](http://www.SEDAR.com) under the Company’s profile.

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein in the United States. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to the account or benefit of a U.S. person absent an exemption from the registration requirements of such act.*