FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

NV Gold Corporation (the "**Company**")
Suite 810 - 609 Granville Street
PO Box 10356 Pacific Centre
Vancouver, BC V7Y1G5

ITEM 2. DATE OF MATERIAL CHANGE

November 27, 2015.

ITEM 3. NEWS RELEASE

Issued on November 27, 2015 and disseminated through the facilities of Marketwire (Canada and US Timely Network).

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced today that it and its wholly-owned Nevada subsidiary, NV Gold Corporation (USA) (NVX US"), have entered into an Asset Purchase and Sale and Debt Repayment Agreement (the "Agreement") with Mr. John E. Watson, the Company's President and CEO, a director and controlling shareholder. Under the Agreement:

a) NVX US will sell its Afgan-Kobeh Property (the "Afgan Property") to Mr. Watson for US$304,626;

b) the Company will sell the shares and debts of its wholly-owned Swiss subsidiary, SwissGold Exploration AG ("SGE") to Mr. Watson for US$50,000; and

c) the Company will use all of the proceeds of such sales to repay debts owed to Mr. Watson.

Since the transaction represents a sale of substantially all of the Company's undertaking and is a related party transaction, the transaction is subject to shareholder approval by special resolution and by a majority of the disinterested shareholders.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

The business reasons for the transaction are that the Company has been unable to raise funds with its present assets and business in order to continue its operations and has accumulated debts to its President and CEO that are presenting a meaningful obstacle to the Company acquiring other assets or businesses. In such circumstances, the Company has concluded that it needs to do what it can to eliminate its debts and sell its assets to make room for assets that can be financed. The purpose of the transaction is to make the changes that are necessary to make the Company attractive for a vendor of new assets or a new business. On conclusion of the transaction the Company will have no mineral properties and substantially reduced debt.

John E. Watson, the President and CEO and a director of the Company, also owns 22,739,336 common shares of the Company, representing approximately 44% of the Company's outstanding shares. The debt owed to John Watson relates to cash advances (US$228,014), out-of-pocket expenses incurred on behalf of the Company (US$70,112) and unpaid office expenses (US$6,500). Mr. Watson will not receive any securities of the Company under this transaction.

The Company entered into an Asset Purchase and Sale and Debt Repayment Agreement which sets forth the terms and conditions of the transaction, the material terms of which are described in the news release attached to this report.

The transaction is a related party transaction under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), which is applicable to the Company under TSX Venture Exchange Policy 5.9. The Company is relying on the financial hardship exemption (Section 5.5(g) of MI 61-101) from the formal valuation requirement under MI 61-101. The Company's board of directors, acting in good faith, have determined, and at least two-thirds of the Company's independent directors, acting in good faith, have determined that this exemption is available for the transaction because:

a) the Company is insolvent or in serious financial difficulty;

b) the transaction is designed to improve the financial position of the Company; and

c) the terms of the transaction are reasonable in the circumstances of the Company.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: Ron Schmitz, Chief Financial Officer
Telephone: (604) 685-7450

ITEM 9. DATE OF REPORT

DATED: December 7, 2015.

NV GOLD CORPORATION
Suite 810 - 609 Granville Street
PO Box 10356 Pacific Centre
Vancouver, BC V7Y1G5

November 27, 2015 **Trading Symbol: NVX**

NV GOLD TO SELL PROPERTIES AND REPAY DEBT

Vancouver, British Columbia – NV Gold Corporation (TSX-V: NVX) (the "Company") announced today that it and its wholly-owned Nevada subsidiary, NV Gold Corporation (USA) (NVX US"), have entered into an Asset Purchase and Sale and Debt Repayment Agreement (the "Agreement") with Mr. John E. Watson, the Company's President and CEO. Under the Agreement:

a) NVX US will sell its Afgan-Kobeh Property (the "Afgan Property") to Mr. Watson for US$304,626;
b) the Company will sell the shares and debts of its wholly-owned Swiss subsidiary, SwissGold Exploration AG ("SGE") to Mr. Watson for US$50,000; and
c) the Company will use all of the proceeds of such sales to repay debts owed to Mr. Watson.

Since the transaction represents a sale of substantially all of the Company's undertaking and is a related party transaction, the transaction is subject to shareholder approval by special resolution and by a majority of the disinterested shareholders. The transaction is also subject to approval of the TSX Venture Exchange and to the Company not receiving notices of dissent from shareholders holding greater than 0.5% of the Company's outstanding shares.

The Company formed a Special Committee of non-conflicted directors to consider the Company's financial position and its options and the interests of all shareholders. The Special Committee negotiated the terms of the transaction and engaged a valuator to provide a Fairness Opinion in respect of the transaction. The Fairness Opinion concludes that the transaction is fair from a financial point of view to the Company's shareholders.

Wayne Yang, the Chairman of the Special Committee, commented: "Mr. Watson has been funding the Company by himself for quite some time while trying to identify other properties or businesses to acquire and to attract investment in the Company or raise funds through a disposition of interests in its properties. Market conditions have made it difficult to raise funds and the accumulated debt now presents a meaningful obstacle to completing any financing or acquisition. This transaction allows the Company to use a sale of assets that were not attracting investment interest to fund repayment of the substantial debt it owes Mr. Watson from cash loans and other expenses incurred by Mr. Watson on behalf of the Company. On completion of the transaction the Company will be in a much better position to pursue other business opportunities."

The Agreement may be terminated under certain circumstances, including if the Company receives a "Superior Proposal" for the sale of the Afgan Property, or the SGE shares and debts, or both of them. For this purpose, a Superior Proposal is an offer to acquire such assets for US$400,000 in cash.

On behalf of the Board of Directors,

(sgd.) "*Wayne Yang*"
Chairman of the Special Committee of Directors

For further information, visit the Company's website at www.nvgoldcorp.com or contact:

John E. Watson,
Phone: 303.674.9400
Email: john@watson-assoc.com

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

Forward Looking Statements

This news release includes certain forward-looking statements or information. All statements other than statements of historical fact included in this release, including, without limitation, statements regarding the geological potential of the property or other properties to which it might be analogous and other future plans and objectives of the Company are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's plans or expectations include regulatory issues, market prices, availability of capital and financing, general economic, market or business conditions, timeliness of government or regulatory approvals and other risks detailed herein and from time to time in the filings made by the Company with securities regulators. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise except as otherwise required by applicable securities legislation.