Form 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Reporting Issuer

Orca Gold Inc. ("**Orca Gold**" or the "**Company**")
Suite 2000, 885 West Georgia Street
Vancouver, British Columbia
V6C 3E8

Item 2 Date of Material Change

June 2, 2020

Item 3 News Release

A news release announcing the material changes referred to in this report was disseminated on June 2, 2020 through Cision and filed on SEDAR on June 3, 2020.

Item 4 Summary of Material Change

The Company's previously announced non-brokered private placement has been fully subscribed and has closed.

Item 5 Full Description of Material Change

Vancouver, British Columbia, June 2, 2020 – Orca Gold Inc. (TSX-V: ORG) ("Orca" or the "Company") announces that the previously announced non-brokered private placement (see the Company's news release on May 18, 2020) (the "Private Placement") has been fully subscribed and has closed on a total of 18,333,334 common shares for gross proceeds of approximately $5,550,000 million.

All common shares issued under the Private Placement will be subject to a hold period expiring on October 3, 2020, in accordance with applicable Canadian securities laws.

The proceeds of the Private Placement will primarily be used to fund ongoing operations at the Company's 70%-owned Block 14 Gold Project in the Republic of the Sudan and for general working capital.

The common shares issued under the Private Placement 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 accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the Corporation's securities in the United States.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

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

Item 8 Executive officer

Kathy Love, Corporate Secretary
604 689 7842

Item 9 Date of Report

June 3, 2020