FORM 51-102F3

MATERIAL CHANGE REPORT UNDER SECTION 7.1(1) OF NATIONAL INSTRUMENT 51-102 AND SECTION 5.2 OF MULTILATERAL INSTRUMENT 61-101

1. **Name and Address of Company**

Pelangio Exploration Inc. (the "**Company**")
82 Richmond Street East
Toronto, Ontario M5C 1P2

2. **Date of Material Change**

July 31, 2017 and August 9, 2017.

3. **News Release**

The news releases attached hereto as Schedule "A" and Schedule "B" announcing the material changes described herein were released through Globe News Wire in Toronto, Ontario on August 1, 2017 and August 9, 2017.

4. **Summary of Material Change**

On August 1, 2017, the Company announced that it had completed a first closing of its previously announced private placement of units of securities of the Company (the "**Units**") raising gross proceeds of $446,000 (the "**First Tranche**") followed by the announcement on August 9, 2017 of the closing of a second tranche (the "**Second Tranche**") for additional gross proceeds of $77,500 (the First Tranche and the Second Tranche are collectively referred to herein, as the "**Private Placement**"). The material changes are further described in the Company's news releases attached hereto as Schedule "A" and Schedule "B", which are incorporated in this report.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

In addition to the information included in this report pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations*, certain of the following disclosure is required under Multilateral Instrument 61-101 – *Take-Over Bids and Special Transactions* ("**MI 61-101**") with respect to the purchase by: (i) Ms. Hibbard, the President, Chief Executive Officer and a director of the Company (the "**CEO**"), of 2,000,000 Units; (ii) Mr. Rokeby, the Chief Financial Officer of the Company (the "**CFO**"), of 100,000 Units; (iii) Mr. Shaw, a director of the Company, of 100,000 Units; (iv) Mr. Thomson, a director of the Company, of 200,000 Units; and (v) Mr. Nurmi, a director of the Company, of 100,000 Units. All such individuals are collectively referred to herein as the "**Insiders**".

(a) a description of the transaction and its material terms:

On July 31, 2017 and August 9, 2017, the Company issued a total of 10,470,000 Units at a price of $0.05 per Unit for aggregate gross proceeds of $523,000. Each Unit is comprised of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of $0.14 until July 31, 2020, subject to acceleration.

Finders received, in the aggregate, a cash fee of $8,800 and 81,600 non-transferable finder warrants to purchase up to 81,600 Units, in respect of investors in the Private Placement that were introduced to the Company by such finders. Each finder warrant entitles the holder thereof to acquire one Common Share at an exercise price of $0.05 until July 31, 2020, subject to acceleration.

In the Private Placement, the CEO purchased 2,000,000 Units for an aggregate cost paid in cash of $100,000, the CFO purchased 100,000 Units for an aggregate cost paid in cash of $5,000, Mr. Shaw purchased 100,000 Units for an aggregate cost paid in cash of $5,000, Mr. Thomson purchased 200,000 Units for an aggregate cost paid in cash of $10,000, and Mr. Nurmi purchased 100,000 Units for an aggregate cost paid in cash of $5,000.

(b) the purpose and business reasons for the "related party" transactions:

The issuance of the Units in the Private Placement to the Insiders is considered a "related party transaction" for the purposes of MI 61-101. The Company completed the Private Placement to raise funds for the purposes described in the Company's news releases attached hereto as Schedule "A" and Schedule "B".

The Insiders purchased the Units for investment purposes.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

See paragraph 5(b) above.

(d) a description of:

i. **the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:**

   Prior to the completion of the First Tranche in which the CEO acquired her 2,000,000 Units, the CEO had beneficial ownership of, or exercised control or direction over, 20,036,912 Common Shares and 1,450,000 options issued under the Company's stock option plan (a "**Stock Option**") to acquire 1,450,000 Common Shares representing approximately 9.06% of the 235,538,329 Common Shares then issued and outstanding, calculated on a partially diluted basis, assuming the exercise of the Stock Options, or approximately 8.5% calculated on a non-diluted basis. After giving effect to the Second Tranche, the CEO has beneficial ownership of, or exercises control or direction over, 22,036,912 Common Shares, 1,450,000 Stock Options and 2,000,000 Warrants, representing approximately 10.21% of the current number of issued and outstanding Common Shares being 246,008,329 Common Shares, calculated on a partially diluted basis, assuming the exercise of the Stock Options and the Warrants, or approximately 8.95% calculated on a non-diluted basis.

   Prior to the completion of the First Tranche in which the CFO acquired his 100,000 Units, the CEO had beneficial ownership of 179,000 Common Shares and 470,000 Stock Options representing approximately 0.27% of the 235,538,329 Common Shares then issued and outstanding, calculated on a partially diluted basis, assuming the exercise of the Stock Options, or approximately 0.07% calculated on a non-diluted basis. After giving effect to the Second Tranche, the CFO has beneficial ownership of 279,000 Common Shares, 470,000 Stock Options and 100,000 Warrants, representing approximately 0.34% of the current number of issued and outstanding Common Shares being 246,008,329 Common Shares, calculated on a partially diluted basis, assuming the exercise of the Stock Options and the Warrants, or approximately 0.10% calculated on a non-diluted basis.

   Prior to the completion of the First Tranche in which Mr. Shaw acquired his 100,000 Units, Mr. Shaw had beneficial ownership of 1,342,743 Common Shares and 675,000 Stock Options representing approximately 0.85% of the 235,538,329 Common Shares then issued and outstanding, calculated on a partially diluted basis, assuming the exercise of the Stock Options, or approximately 0.57% calculated on a non-diluted basis. After giving effect to the Second Tranche, Mr.

Shaw has beneficial ownership of 1,442,743 Common Shares, 675,000 Stock Options and 100,000 Warrants, representing approximately 0.89% of the current number of issued and outstanding Common Shares being 246,008,329 Common Shares, calculated on a partially diluted basis, assuming the exercise of the Stock Options and the Warrants, or approximately 0.58% calculated on a non-diluted basis.

Prior to the completion of the Second Tranche in which Mr. Thomson acquired his 200,000 Units, Mr. Thomson had beneficial ownership of 200,000 Stock Options representing approximately 0.08% of the 244,458,329 Common Shares then issued and outstanding, calculated on a partially diluted basis, assuming the exercise of the Stock Options, or 0% calculated on a non-diluted basis. After giving effect to the Second Tranche, Mr. Thomson has beneficial ownership of 200,000 Common Shares, 200,000 Stock Options and 200,000 Warrants, representing approximately 0.24% of the current number of issued and outstanding Common Shares being 246,008,329 Common Shares, calculated on a partially diluted basis, assuming the exercise of the Stock Options and the Warrants, or approximately 0.08% calculated on a non-diluted basis.

Prior to the completion of the Second Tranche in which Mr. Nurmi acquired his 100,000 Units, Mr. Nurmi had beneficial ownership of 1,590,000 Common Shares and 725,000 Stock Options representing approximately 0.94% of the 244,458,329 Common Shares then issued and outstanding, calculated on a partially diluted basis, assuming the exercise of the Stock Options, or 0.47% calculated on a non-diluted basis. After giving effect to the Second Tranche, Mr. Nurmi has beneficial ownership of 1,690,000 Common Shares, 725,000 Stock Options and 100,000 Warrants, representing approximately 1.01% of the current number of issued and outstanding Common Shares being 246,008,329 Common Shares, calculated on a partially diluted basis, assuming the exercise of the Stock Options and the Warrants, or approximately 0.68% calculated on a non-diluted basis.

ii. **the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company identified as an "interested party" in subparagraph (i) for which there would be a material change in that percentage:**

See subparagraph 5(d)i. above. As set forth in subparagraph 5(d)i, there are no material changes to the percentages of the securities of the Company held by such individuals.

(e) **unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:**

The Private Placement was approved pursuant to resolutions passed by the board of directors of the Company in accordance with applicable law. There were no contrary views or disagreements in respect of the matters contemplated by the Private Placement and the participation of the Insiders in the Private Placement.

(f) **a summary, in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:**

Not applicable.

(g) **disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:**

i. **that has been made in the 24 months before the date of the material change report:**

Not applicable.

ii. **the existence of which is known, after reasonable inquiry, to the issuer or to any director or senior officer of the issuer:**

Not applicable.

(h) **the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction**

Each of the Insiders entered into a subscription agreement with the Company for the purchase of their Units, which contains typical representations made by each subscriber to the Company in the context of a prospectus exempt distribution.

(i) **disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions**

With respect to the issuance of the Units to the Insiders, the Company is exempted from the requirements under MI 61-101 of having to perform a formal valuation and obtain minority shareholder approval pursuant to subsections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the issuance of such Units, exceeds 25% of the Company's market capitalization, as determined below:

Valuation Exemption

The issuance of the Units to the Insiders was exempt from the minority shareholder approval requirements of MI 61-101 pursuant to the exemption set out in subsection 5.5(a) of MI 61-101 (the "**Valuation Exemption**"). The Valuation Exemption applies where the circumstances described in paragraph (a) of section 5.5 of MI 61-101 apply, which are that:

"at the time the transaction is agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves "interested parties" (as such term is defined in MI 61-101), exceeds 25% of the issuer's "market capitalization" (as such term is defined in MI 61-101)."

Regarding the facts supporting reliance on the Valuation Exemption:

(i) the issuance of the Units to the Insiders was agreed to in July 2017;

(ii) the Company's "market capitalization" as at the date of such agreement for the purpose of MI 61-101 was in excess of $10 million and 25% of this figure is approximately $2.5 million;

(iii) the consideration for the issuance of the Units to the Insiders is cash in the amount of $125,000; and

(iv) the fair market value of the subject matter of the transaction is $285,000 (inclusive of the maximum number of Common Shares issuable upon exercise of the Warrants); and

(v) both the fair market value of the consideration for the issuance of the Units and the fair market value of such Units, as set forth in items (iii) and (iv) above, is less than 25% of the market capitalization of the Company as set forth in item (ii) above.

Shareholder Approval Exemption

The issuance of the Units to the Insiders was exempt from the shareholder approval requirements of MI 61-101 pursuant to the exemption set out in paragraph 5.7(1)(a) of MI 61-101 which provides that this exemption applies in the event the circumstances described in paragraph (a) of section 5.5 of MI 61-101 apply. As such, the circumstances described pursuant to the Valuation Exemption apply as set forth in item 5.1(i) in this report under "Valuation Exemption".

5.2. Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

Not applicable.

8. **Executive Officer**

The following is the name and telephone number of an executive officer of the Company who is knowledgeable about the material change and this report.

Ingrid Hibbard
President, Chief Executive Officer and a Director
(905)-336-3828
ihibbard@pelangio.com

9. **Date of Report**

August 10, 2017.

SCHEDULE "A"

Pelangio Exploration Inc.

PELANGIO EXPLORATION COMPLETES INITIAL TRANCHE OF PRIVATE PLACEMENT

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

TORONTO, Ontario (August 1, 2017) – Pelangio Exploration Inc. (PX:TSX-V; OTC PINK:PGXPF) ("Pelangio" or the "Company") is pleased to announce that it has closed the first tranche of its non-brokered private placement announced July 6, 2017 (the "Private Placement"). The Company raised a total of $446,000 for the issuance of 8,920,000 units (the "Units") at a price of $0.05 per Unit.

Each unit consists of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant ("**Warrant**"). Each Warrant entitles the holder to purchase one Common Share at a price of $0.07 per share until July 31, 2020. In the event that the Common Shares trade on the TSX Venture Exchange at a volume weighted-average price of $0.14 or more per Common Share for any period of at least ten consecutive trading days after July 31, 2017, the Company shall be entitled to accelerate the expiry time of the Warrants to a date that is at least thirty days from the date that written notice of such acceleration is provided to the holders of the Warrants by way of news release, with the new expiry time specified in such notice.

The Company paid finder's fees to each of Haywood Securities Inc., PI Financial Corp. and Leede Jones Gable Inc. totaling an aggregate of $7,680 in cash and 57,600 non-transferable finder's warrants, with each such warrant entitling the holder thereof to acquire one Common Share at a price of $0.05 per share until July 31, 2020, subject to acceleration as described above.

All securities issued in this tranche of the Private Placement are subject to a statutory hold period expiring on December 1, 2017.

Each of the Chief Executive Officer, the Chief Financial Officer and a director of the Company participated in the Private Placement, acquiring 2,000,000, 100,000 Units and 100,000 Units, respectively, which constitutes a "related party transaction" for purposes of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company has relied on the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 from the valuation and minority shareholder approval requirements in MI 61-101 in respect of such officers' and director's participation in the Offering, since neither the fair market value of the subject matter of, nor the fair market value of the consideration for, each of the officers' and director's investments, when aggregated together, exceeds 25% of the Company's market capitalization.

Due to the level of interest, the Company has increased the size of the Private Placement up to 12,000,000 units for gross proceeds of up to $600,000. An additional closing is expected to take place on or about August 9, 2017 with any further closings to occur on or before August 18, 2017. The Company intends to use the proceeds from the Private Placement to begin the planned $2,000,000 multi-phase exploration program and for working capital purposes, all as further described in the Company's news release dated July 6, 2017. Any additional proceeds above $500,000 will be used for working capital purposes.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities in any jurisdictions in which such offer, solicitation or sale would be unlawful. Any offering made will be pursuant to available prospectus exemptions and restricted to persons to whom the securities may be sold in accordance with the laws of such jurisdictions, and by persons permitted to sell the securities in accordance with the laws of such jurisdictions.

About Pelangio

Pelangio successfully acquires and explores camp-sized land packages in world-class gold belts. The Company primarily operates in Ghana, West Africa, an English-speaking, common law jurisdiction that is consistently ranked amongst the most favourable mining jurisdictions in Africa. The Company is exploring three 100%-owned camp-sized properties: the 100 km^2 Property, the site of seven recent near-surface gold discoveries, the 264 km on strike and adjacent to AngloGold Ashanti's prolific high-grade ObuasiMine and the early-stage 159 Dormaa and Wamfie concessions.

For additional information, please visit our website at www.pelangio.com, follow us on Twitter @PelangioEx or contact:

Ingrid Hibbard, President and CEO
Tel: 905-336-3828 / Toll-free: 1-877-746-1632 / Email: info@pelangio.com

Forward Looking Statements

Certain statements herein may contain forward-looking statements and forward-looking information within the meaning of applicable securities laws. Forward-looking statements or information appear in a number of places and can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements and information include statements regarding the Private Placement generally, the proposed use of proceeds and the Company's exploration plans and drill program. With respect to forward-looking statements and information contained herein, we have made numerous assumptions, including assumptions about our ability to close additional tranches of the Private Placement in a timely manner, if at all, and the state of the equity markets. Such forward-looking statements and information are subject to risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or industry results, to be materially different from any *future results, performance or achievements expressed or implied by such forward-looking statement or information. Such risks include the ability of the Company to meet the conditions of closing, changes in equity markets, share price volatility, volatility of global and local economic climate, gold price volatility, political developments in Ghana, increases in costs, exchange rate fluctuations, speculative nature of gold exploration and other risks involved in the gold exploration industry. See the Company's annual and quarterly financial statements and management's discussion and analysis for additional information on risks and uncertainties relating to the forward-looking statement and information. There can be no assurance that a forward-looking statement or information referenced herein will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Also, many of the factors are beyond the control of the Company. Accordingly, readers should not place undue reliance on forward-looking statements or information. We undertake no obligation to reissue or update any forward-looking statements or information except as required by law. All forward-looking statements and information herein are qualified by this cautionary statement.*

Neither 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.

SCHEDULE "B"

PELANGIO EXPLORATION COMPLETES SECOND TRANCHE OF PRIVATE PLACEMENT

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TORONTO, Ontario (August 9, 2017) – Pelangio Exploration Inc. (PX:TSX-V; OTC PINK:PGXPF) ("Pelangio" or the "Company") is pleased to announce that it has closed the second tranche of its non-brokered private placement originally announced July 6, 2017 and increased in size on August 1, 2017 (the "**Private Placement**"). This tranche has raised a further $77,500 for the issuance of 1,550,000 units (the "**Units**") at a price of $0.05 per Unit, for total proceeds to date of $523,500.

Each unit consists of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant ("**Warrant**"). Each Warrant entitles the holder to purchase one Common Share at a price of $0.07 per share until July 31, 2020. In the event that the Common Shares trade on the TSX Venture Exchange at a volume weighted-average price of $0.14 or more per Common Share for any period of at least ten consecutive trading days after July 31, 2017, the Company shall be entitled to accelerate the expiry time of the Warrants to a date that is at least thirty days from the date that written notice of such acceleration is provided to the holders of the Warrants by way of news release, with the new expiry time specified in such notice.

The Company paid finder's fees to Raymond James Ltd. in the amount of $1,200 in cash and 24,000 non-transferable finder's warrants, with each such warrant entitling the holder thereof to acquire one Common Share at a price of $0.05 per share until July 31, 2020, subject to acceleration as described above.

All securities issued in this tranche of the Private Placement are subject to a statutory hold period expiring on December 10, 2017.

Two directors of the Company participated in the Private Placement, acquiring 200,000 and 100,000 Units, respectively, which constitutes a "related party transaction" for purposes of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company has relied on the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 from the valuation and minority shareholder approval requirements in MI 61-101 in respect of such directors' participation in the Private Placement, since neither the fair market value of the subject matter of, nor the fair market value of the consideration for, each of the directors' investments, when aggregated together, exceeds 25% of the Company's market capitalization.

Any additional closings of this Private Placement will take place on or before August 18, 2017.

The Company intends to use the total proceeds from the Private Placement to begin the planned $2,000,000 multi-phase exploration program and for working capital purposes, all as further described in the Company's news releases dated July 6, and August 1, 2017. All and any additional proceeds above $500,000 will be used for working capital purposes.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities in any jurisdictions in which such offer, solicitation or sale would be unlawful. Any offering made will be pursuant to available prospectus exemptions and restricted to persons to whom the securities may be sold in accordance with the laws of such jurisdictions, and by persons permitted to sell the securities in accordance with the laws of such jurisdictions.

About Pelangio

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For additional information, please visit our website at www.pelangio.com, follow us on Twitter @PelangioEx or contact:

Ingrid Hibbard, President and CEO

Tel: 905-336-3828 / Toll-free: 1-877-746-1632 / Email: info@pelangio.com

Forward Looking Statements

Certain statements herein may contain forward-looking statements and forward-looking information within the meaning of applicable securities laws. Forward-looking statements or information appear in a number of places and can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements and information include statements regarding the Private Placement generally, the proposed use of proceeds and the Company's exploration plans and drill program. With respect to forward-looking statements and information contained herein, we have made numerous assumptions, including assumptions about our ability to close additional tranches of the Private Placement in a timely manner, if at all, and the state of the equity markets. Such forward-looking statements and information are subject to risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statement or information. Such risks include the ability of the Company to meet the conditions of closing, changes in equity markets, share price volatility, volatility of global and local economic climate, gold price volatility, political developments in Ghana, increases in costs, exchange rate fluctuations, speculative nature of gold exploration and other risks involved in the gold exploration industry. See the Company's annual and quarterly financial statements and management's discussion and analysis for additional information on risks and uncertainties relating to the forward-looking statement and information. There can be no assurance that a forward-looking statement or information referenced herein will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Also, many of the factors are beyond the control of the Company. Accordingly, readers should not place undue reliance on forward-looking statements or information. We undertake no obligation to reissue or update any forward-looking statements or information except as required by law. All forward-looking statements and information herein are qualified by this cautionary statement.