FORM 51-102F3
Material Change Report

1. Name and Address of Company

MX Gold Corp. (the "**Company**")
900-570 Granville Street
Vancouver, BC V6C 3P1

2. Date of Material Change

July 8, 2016

3. News Release

The news release was issued on July 8, 2016 through Stockwatch and MarketNews and filed on SEDAR on July 8, 2016.

4. Summary of Material Change

On July 8, 2016, the Company annouced that CEO Dan Omeniuk advanced additional funds to the Company for further advancement and development of its WillaMax project.

5. Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and attached news release for full description of material change.

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

None

8. Executive Officer

Akash Patel, Vice President, Corporate Affairs and Director, 604-818-1706

9. Date of Report

August 19, 2016

900 – 570 Granville Street
Vancouver, B.C. V6C 3P1

FOR IMMEDIATE RELEASE July 8, 2016

MX Gold Corp. CEO Acquires Additional Stake in Company

MX Gold Corp. (TSX-V: MXL) (FSE: ODV) (OTCQX: DTVMF) (the "**Company**" or "**MX Gold**") announces that CEO Dan Omeniuk has advanced additional funds to the Company for further advancement and development of its WillaMax project. As of June 30, 2016, Mr. Omeniuk held a total of 9,572,726 common shares and 12,661,560 warrants of MX Gold which accounts for 6.8% ownership in the Company on a non-diluted basis and 14.6% on a fully-diluted basis. Pursuant to an existing $2 million non-revolving credit facility dated July 8, 2015 (the "**Credit Facility**") between the Company and 3D Investments Ltd., 3D Investments converted $616,434 of the $1,266,156 drawn down by the Company to date under the Credit Facility on June 28th into 6,164,340 units (each, a "**Unit**"") at a conversion price of $0.10 per Unit, each Unit consisting of one common share and one share purchase warrant (each, a "**Warrant**"). Each Warrant is exercisable by 3D Investments into an additional common share at the exercise price of $0.15 for a period of three years. 3D Investments is a private company controlled by Dan Omeniuk, the Chairman, Chief Executive Officer and a director of the Company.

Akash Patel, director and Vice-President Corporate Affairs stated, "We are pleased to have access to the funds available under the Credit Facility which has enabled the Company to advance development of the WillaMax since last July."

As the Units have been issued to a director and officer of the Company, the conversion of amounts drawn down under the Credit Facility constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The board of directors of the Company has determined that neither the value of the Units issued nor the aggregate amounts drawn down and converted under the Credit Facility will exceed 25% of the Company's market capitalization on the date hereof. As a result, the conversion and issuance of Units is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101.

The Company is not proceeding with the debt settlement as announced in its news release dated May 16, 2016.

About MX Gold

MX Gold Corp. is a gold, copper and silver mining company focused on the exploration and development of its WillaMAX project that is located in the Kootenay region of British Columbia. The company holds a 100%

interest in four mineral properties in B.C., and is currently active in the development of its Willa Property. MX Gold's newly acquired Max Mine and Milling facility is located 132km north of the Willa Project site.

On behalf of the Board of Directors,
"Akash Patel"

Akash Patel, Vice President, Corporate Affairs and Director, MX Gold Corp.
604-818-1706

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