**FORM 51-102F3**
**MATERIAL CHANGE REPORT**

**ITEM 1. NAME AND ADDRESS OF ISSUER**

SolidusGold Inc. (the "**Issuer**")
Suite 2502, 699 Cardero Street
Vancouver, British Columbia V6G 3H7
Telephone: (604) 323-3281
Facsimile: Not Available

**ITEM 2. DATE OF MATERIAL CHANGE**

November 3, 2015

**ITEM 3. NEWS RELEASE**

A news release announcing this material change was distributed through the facilities of Canada Newswire on November 3, 2015, and a copy is filed on SEDAR.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

On November 3, 2015, the Issuer closed a non-brokered private placement of 952,381 common shares at a price of $0.0525 per share for total gross proceeds of $50,000.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

On November 3, 2015, the Issuer closed a non-brokered private placement of 952,381 common shares ("**Shares**") at a price of $0.0525 per share for total gross proceeds of $50,000 (the "**Financing**").

The proceeds from the Financing will be used by the Issuer for general working capital.

The Shares are subject to a hold period of four months plus one day expiring on March 4, 2016, pursuant to applicable Canadian securities laws and the policies of the TSX Venture Exchange.

Rick Van Nieuwenhuyse, a director of the Issuer, purchased 571,429 Shares, Sona Capital Ltd., a company wholly-owned by Steven Khan, a director of the Issuer, purchased 190,476 Shares, and Futura Capital Inc., a company wholly-owned by Raj Chowdhry, a director of the Company, purchased 190,476 Shares for aggregate proceeds of $50,000. Such persons' participation is considered a "related party transaction" under Policy 5.9 of the TSX Venture Exchange, which adopts Multilateral Instrument 61-101 ("**MI 61-101**"). However, the directors of the Company, excluding the interested directors, determined that such persons' participation in the Financing is exempt from the formal valuation and minority shareholder approval requirements under MI 61-101 in reliance on the exemptions set forth in sections 5.5(a) and 5.7(1)(a), as neither the fair market value of the Shares issued to, nor the consideration paid by such persons, exceeds 25% of the Company's market capitalization.

The Financing was reviewed and approved by all of the directors of the Issuer in accordance with applicable corporate law. Rick Van Nieuwenhuyse, Steven Khan and Raj Chowdhry abstained from voting on the approval of the Financing in so far as the Financing related to their own subscriptions for Shares. No director had a materially contrary view to or material disagreement with respect to the approval of the Financing.

Prior to the completion of the Financing, Rick Van Nieuwenhuyse held 5,325,001 common shares of the Issuer, representing 13.30% of the Issuer's then issued and outstanding shares. On completion of the Financing, Mr. Nieuwenhuyse holds 5,896,430 common shares, representing 14.39% of the Issuer's outstanding shares.

Prior to the completion of the Financing, Steven Khan held directly or indirectly 5,211,833 common shares of the Issuer, representing 13.02% of the Issuer's then issued and outstanding shares. On completion of the Financing, Mr. Khan holds directly or indirectly 5,402,309 common shares, representing 13.18% of the Issuer's outstanding shares.

Prior to the completion of the Financing, Raj Chowdhry held directly or indirectly 6,371,667 common shares of the Issuer, representing 15.92% of the Issuer's then issued and outstanding shares. On completion of the Financing, Mr. Chowdhry holds directly or indirectly 6,562,143 common shares, representing 16.01% of the Issuer's outstanding shares.

In connection with the Financing, the related parties entered into subscription agreements with the Issuer containing customary provisions.

In accordance with section 5.2(4) of MI 61-101, the Issuer will send a copy of this material change report to any security holder of the Issuer upon request and without charge.

The Issuer did not file a material change report more than 21 days before the expected closing of the Financing as the details of the Financing and the participation therein by the related parties were not settled until shortly prior to closing and the Issuer wished to close the Financing on an expedited basis for sound business reasons. In addition, the Issuer determinmed that only the completion of the Financing constituted a material change under applicable securities laws.

## 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: Kara Norman
Telephone: (604) 323-3281, Chief Financial Officer

**ITEM 9. DATE OF REPORT**

November 12, 2015