

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Company

Continental Gold Inc.
155 Wellington Street West, Suite 2920
Toronto, Ontario M5V 3H1

Item 2 Date of Material Change

March 15, 2019

Item 3 News Release

A news release was disseminated on March 15, 2019 through the facilities of CNW and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On March 15, 2019, Continental Gold Inc. ("Continental" or the "Company") announced that it had obtained a US\$175 million financing package (collectively, the "Financing Package") consisting of (i) US\$75 million of unsecured convertible debentures ("the Debentures") being issued to certain investors, including a US\$50 million Debenture from Newmont Mining Corporation ("Newmont"), and (ii) a US\$100 million gold and silver stream (the "Stream") from Triple Flag Mining Finance Bermuda Ltd. ("Triple Flag").

Item 5 Full Description of Material Change

On March 15, 2019, Continental announced that it had obtained the Financing Package consisting of (i) the Debentures being issued to certain investors, including a US\$50 million Debenture from Newmont, and (ii) the Stream from Triple Flag. Proceeds from the Financing Package will be used for general and working capital purposes and toward construction, commissioning and start-up of the Company's Buriticá Project located in Antioquia, Colombia. The Company has also agreed with RK Mine Finance to make certain amendments to its existing credit agreement in respect of the security documents in connection with the Stream.

Financing Package

Unsecured Convertible Debenture

- Aggregate US\$75 million unsecured 5-year and 2-month Debentures with a 5% interest rate payable semi-annually in arrears.
- Each of the Debentures will be convertible at the holder's option into common shares of the Company (the "Shares") at a conversion price of C\$3.00 per Share (the "Conversion Price"), representing a 27.1% premium to the 30-day volume weighted average share price ("VWAP") on the Toronto Stock Exchange ("TSX"). Assuming full conversion of the Debenture issued to Newmont only, Newmont's ownership in the Company would increase to approximately 28%.
- Each of the Debenture holders agree not to engage in any short sales or other similar transactions with respect to all aspects of the Debenture.
- The Company has the option to redeem all, but not less than all, of the Debentures, at a redemption price equal to 100% of the principal amount then outstanding, plus all accrued and unpaid interest, if the closing price of the Shares on the TSX is at least 130% of the Conversion

Price for each of the 20 trading days before a notice of redemption is delivered to the holders, subject to the terms of the Debentures (including the right of holders to convert prior to redemption).

Gold and Silver Stream

- US\$100 million subordinated secured 2.1% gold and 100% silver stream on the Buriticá Project, where payable silver is deemed to be 1.84 ounces of payable silver for each ounce of payable gold.
- Ongoing payments of 10% and 5% of the spot price of gold and silver, respectively.
- Full buyback option, on or before December 31, 2021, of the entire gold stream for US\$80 million, less any gold stream net cash flows received as at the time of buyback.
- Closing and funding of the Stream deposit is subject to customary closing conditions.

Maxit Capital acted as financial adviser to Continental with respect to the Stream transaction.

The issuance of the Debenture to Newmont (the “Newmont Investment”) constitutes a “related party transaction” pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) as Newmont is a related party of the Company given its greater than 10% shareholding. The Company is exempt from the requirement to obtain a formal valuation or minority shareholder approval in connection with the Newmont Investment in reliance of Sections 5.5(a) and 5.7(1)(a) of MI 61-101 due to the fair market value of the Newmont Investment being below 25% of the Company’s market capitalization for purposes of MI 61-101.

Newmont currently holds 37,383,844 Shares (which represents approximately 19.7% of the currently issued and outstanding Shares). As noted above, Newmont may convert the principal amount of its Debenture to Shares at a conversion price of \$3.00 per Share and assuming full conversion of the Debenture issued to Newmont only, Newmont’s ownership in the Company would increase to approximately 28%. However, Newmont may only convert a portion of the principal amount to the extent such conversion does not result in such conversion requiring the approval of the Company’s shareholders pursuant to Section 607(g)(ii) of the TSX Company Manual (being the prohibition on issuing more than 10% to insiders within a six-month period without shareholder approval), until such time as such approval (the “Required Shareholder Approval”) has been obtained. The Company will seek the Required Shareholder Approval at each meeting of shareholders until such approval has been obtained.

The Newmont Investment was approved by the disinterested members of the Company’s board of directors, with Newmont’s representative declaring his interest and abstaining in respect of the approval of the Newmont Investment). The Company filed this material change report less than 21 days in advance of the closing of the Newmont Investment given that no conditions to closing remained unsatisfied prior to March 15, 2019 that would have required the closing to have been delayed until after April 5, 2019. The Company deems this timing reasonable in the circumstances so that it was able to avail itself of the financing opportunities and complete the Financing Package in an expeditious manner.

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Paul Begin, Chief Financial Officer, (416) 583-5610

Item 9 Date of Report

March 25, 2019

Forward-Looking Statements

This material change report contains or refers to forward-looking information under Canadian securities legislation, including statements regarding the development, construction and working capital requirements of the Buriticá project, timing of first gold pour, completion of the issuance of the Debentures, completion of the stream transaction with Triple Flag, completion of the amendments to the RK Mine Finance credit agreement and related security documents and future plans and objectives of the Company, and is based on current expectations that involve a number of significant business risks and uncertainties. Forward-looking statements are subject to other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, an inability to advance the Buriticá project to the next level, failure to convert estimated mineral resources to reserves, capital and operating costs varying significantly from estimates, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and the other risks involved in the mineral exploration and development industry. Specific reference is made to the most recent Annual Information Form on file with Canadian provincial securities regulatory authorities for a discussion of some of the factors underlying forward-looking statements. All of the forward-looking statements made in this material change report are qualified by these cautionary statements, and are made as of the date hereof. The Company assumes no responsibility to update them or revise them to reflect new events or circumstances other than as required by law.