

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Goldplay Exploration Ltd.
2300 – 1177 West Hastings Street
Vancouver, BC V6E 2K3

Phone: 604.617.2134

Item 2. Date of Material Change

March 5, 2018

Item 3. News Release

A News Release dated and issued March 5, 2018 at Toronto, Ontario,, through Canada Stockwatch, Market News and SEDAR.

Item 4. Summary of Material Change

Goldplay Exploration Ltd. (previously named Soleil Capital Corp.) announces closing of Qualifying Transaction and stock exchange listing.

Item 5. Full Description of Material Change

See news release, a copy of which is attached hereto.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Marcio Fonseca, President & CEO
Telephone: 1.416.499.0747

Item 9. Date of Report

March 6, 2018

GOLDPLAY EXPLORATION LTD.
(previously named Soleil Capital Corp.)
ANNOUNCES CLOSING OF QUALIFYING TRANSACTION AND
STOCK EXCHANGE LISTING (TSXV: GPLY)

Vancouver, British Columbia, March 5, 2018 - **Goldplay Exploration Ltd.** (TSX.V: GPLY) (the "**Company**" or the "**Resulting Issuer**"), is pleased to announce it has obtained a public listing for its securities on the TSX Venture Exchange (the "**Exchange**") following closing of the Qualifying Transaction (as defined in Exchange policies) involving Soleil Capital Corp. ("**Soleil**") and Goldplay Exploration Ltd. ("**Goldplay**"). As a result, the Company will be listed as a Tier 2 mining issuer on the Exchange.

Trading in the shares of the Resulting Issuer is expected to commence under the symbol "GPLY" following the issuance of the Exchange's final bulletin in respect of the Qualifying Transaction, on or about March 6, 2018.

Transaction Details

As previously announced on September 21, 2017, November 20, 2017, January 10, 2018 and February 22, 2018, the Qualifying Transaction involved the arm's length amalgamation of Goldplay and Soleil pursuant to the provisions of the *Business Corporations Act* (British Columbia) (the "**Amalgamation**") to continue as a new company called "Goldplay Exploration Ltd.". The Amalgamation was effected on March 1, 2018.

In conjunction with the closing of the Qualifying Transaction, and as announced February 22, 2018, Goldplay raised approximately \$2.25 million through the issuance of 7,501,239 subscription receipts (the "**Subscription Receipts**") in an oversubscribed financing at a purchase price of \$0.30 per Subscription Receipt (the "**Subscription Receipt Financing**").

Resulting Issuer Shares:

On March 1, 2018:

- ♦ each common share in the capital of Soleil (the "**Soleil Shares**") that was outstanding immediately prior to the Amalgamation was consolidated on a 2 (old) for 1 (new) basis and converted into 1 common share in the capital of the Resulting Issuer (the "**Resulting Issuer Shares**"); and
- ♦ prior to the Amalgamation being effected, each outstanding common share in the capital of Goldplay (the "**Goldplay Shares**") was consolidated on an approximately 0.677747234 (old) to 1 (new) basis and immediately thereafter the Subscription Receipts automatically converted to Goldplay Shares on a 1:1 post-consolidation basis and immediately thereafter, all then issued Goldplay Shares converted on a 1:1 basis into Resulting Issuer Shares.

An aggregate of 29,534,572 Resulting Issuer Shares are outstanding upon completion of the Amalgamation with (i) former holders of Soleil Shares holding an aggregate of 6,200,000 Resulting Issuer Shares, representing approximately 21% of the outstanding Resulting Issuer Shares; (ii) former holders of Goldplay Shares (not including subscribers of the Subscription Receipts) holding an aggregate of 15,833,333 Resulting Issuer Shares representing approximately 53.6% of the outstanding Resulting Issuer Shares; and (iii) the subscribers of the Subscription Receipts holding an aggregate of 7,501,239 Resulting Issuer Shares representing approximately 25.4% of the outstanding Resulting Issuer Shares.

Subscription Receipt Financing:

Concurrent with the conversion of the Subscription Receipts to Goldplay Shares immediately prior to the Amalgamation being effected, the net proceeds of the financing (being approximately \$2,194,930) were released to Goldplay, \$15,271.00 was released to M Partners Inc. (the "**Agent**") as partial consideration for acting as agent for

a portion of the financing, and an aggregate of 41,066 compensation warrants were released to the Agent as partial consideration for services provided in relation to a portion of the financing. Each compensation warrant entitles the holder thereof to purchase one Resulting Issuer Share at a purchase price of \$0.30/share for a period of two years from the date of issue of the warrants. In conjunction with this Subscription Receipt financing, Goldplay also reimbursed the Agent \$34,115.73 for expenses.

Outstanding Options and Warrants and Grant of Resulting Issuer Options

Incentive stock options and share purchase warrants of Soleil and Goldplay that were outstanding prior to the Amalgamation, were consolidated on the same basis as each company's common shares and thereafter were converted to incentive stock options and warrants, as the case may be, of the Resulting Issuer.

After completion of the Amalgamation, the Resulting Issuer also granted additional incentive stock options to certain directors, officers and consultants of the Resulting Issuer to purchase up to an aggregate of 1,750,000 common shares of the Resulting Issuer pursuant to the Resulting Issuer's share option plan. The options are exercisable for a period of five years at a price of \$0.30/Resulting Issuer Share.

As a consequence of the foregoing, there are an aggregate of 2,370,000 Resulting Issuer stock options and an aggregate of 1,652,571 Resulting Issuer share purchase warrants issued and outstanding as of the date hereof.

Directors and Officers of the Resulting Issuer

The board of directors of the Company consists of: Marcio Fonseca, Gino DeMichele, Michael Thomson, Laura Cristina Diaz Nieves, Heye Daun, Alan Friedman and Darren Bahrey. The management team of the Company is comprised of: Marcio Fonseca, President and Chief Executive Officer, Yaron Conforti, Vice-President Corporate Development and Blaine Bailey, Chief Financial Officer and Corporate Secretary.

About Goldplay Exploration Ltd.

Goldplay was incorporated on November 8, 2012, under the *Business Corporations Act* (British Columbia). Goldplay's principal business is mineral exploration. The head office of Goldplay is located at 250 University Ave., Suite 238, Toronto, Ontario M5H 3E5.

Goldplay is a junior exploration company focused on the Rosario Mining District, Sinaloa, Mexico. The Rosario Mining District is a historical gold and silver district that includes the multi-million ounce historic high grade Au-Ag Rosario Mine, which reportedly operated for 250 years. Goldplay's team has over 30 years' experience with senior roles in exploration, financing, development in the mining industry, including over 10 years of extensive exploration experience in the Rosario Mining District, leading to previous successful discoveries.

Goldplay also owns optioned interests in certain unpatented mining claims located in Nevada, USA

Clarification of NSR disclosure

The Resulting Issuer's principal property is the El Habal Property located near Rosario, Sinaloa, Mexico. This property is comprised of five concessions: El Habal Property (being: El Habal, San Pablo 2, San Pablo, Baluarte 2 and Las Dos Chiquitas. The Resulting Issuer wishes to clarify previous disclosure relating to the NSRs on these concessions. The San Pablo and Las Dos Chiquitas concessions are subject to a 1% NSR. The El Habal, San Pablo 2 and Baluarte 2 concessions are subject to an aggregate of up to 1.5% NSRs. Notwithstanding the foregoing, there is an additional 1% royalty interest registered against title to these concessions, which registration was made in error and the Resulting Issuer is in the process of having this incorrect charge removed from title.

ON BEHALF OF THE BOARD OF DIRECTORS:

Mr. Marcio Bastos Fonseca

Telephone: 1.416.499.0747

Email: marcio@goldplayexploration.com

Disclaimer for Forward-Looking Information

*This press release contains forward-looking statements and information that are based on the beliefs of management and reflect the Company's current expectations. When used in this press release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this press release includes information relating to the date that the Resulting Issuer Shares will commence trading through the facilities of the Exchange and the removal of the incorrect charge against title to the Mexican concessions. Such statements and information reflect the current view of the Company. Risks and uncertainties that may cause actual results to differ materially from those contemplated in those forward-looking statements and information. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. **THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS PRESS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS PRESS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.***

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