

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Goldplay Exploration Ltd.
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Vancouver, BC V6C 2W2

Phone: 1.604.202.3155

Item 2. Date of Material Change

April 18, 2018

Item 3. News Release

A News Release dated and issued April 18, 2018 at Vancouver, British Columbia, through Canada Stockwatch, Market News and SEDAR.

Item 4. Summary of Material Change

Goldplay options San Marcial Project from SSR Mining.

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: 1.604.202.3155

Item 9. Date of Report

April 24, 2018

GOLDPLAY EXPLORATION OPTIONS SAN MARCIAL PROJECT FROM SSR MINING

April 18, 2018, Vancouver, BC - Goldplay Exploration Ltd. (TSXV: GPLY - the “Company” or “Goldplay”), is pleased to announce that the Company has entered into an option agreement to acquire a 100% interest in the San Marcial Project (“San Marcial”) in Sinaloa State, Mexico from a subsidiary of SSR Mining Inc. (NASDAQ: SSRM) (TSX: SSRM) (“SSR Mining”).

San Marcial consists of 1,250 hectares, located south of the La Rastra and Plomosas historical mines and 30 km from the Company’s 100% owned El Habal Project in the historic (gold-silver) Rosario Mining District, Sinaloa, Mexico (Figure 01). San Marcial is an attractive near surface high grade silver, zinc and lead project with a historical National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”) resource completed by Silvermex Resources Inc. (“Silvermex”) (1) and with immediate opportunity for resource expansion.

Resource		Grade			Contained Metal		
Category	Tonnes	Ag (g/t)	Zn (%)	Pb (%)	Ag M(oz)	Zn M(lbs)	Pb M (lbs)
Indicated	3,755,893	149.20	0.67	0.36	18.0	29.9	55.3
Inferred	3,075,403	44.21	0.51	0.29	4.4	19.5	34.7

- (1) The above historical NI 43-101 resource estimate is based on a cut off of 30 g/tAg for open pit and 80 g/t Ag for underground resource classification completed by Micon International Ltd. for Silvermex on November 5, 2008. The historical resource is based on 27,349 meters of drilling in 30 core drill holes completed by Silvermex and previous operators over a strike length of 600 meters and vertical extent of 250 meters. A qualified person has not done sufficient work to verify and to classify the historical estimate as current mineral resources and the Company is not treating the historical estimate as current mineral resources. Further work must be carried out to verify all historic information before a resource estimate is possible, and there can be no assurance that when established, that any such resource would be economically recoverable. The NI 43-101 was filed on SEDAR on November 21, 2008 under the name of Silver Ore Mining Corporation, the predecessor of Silvermex.

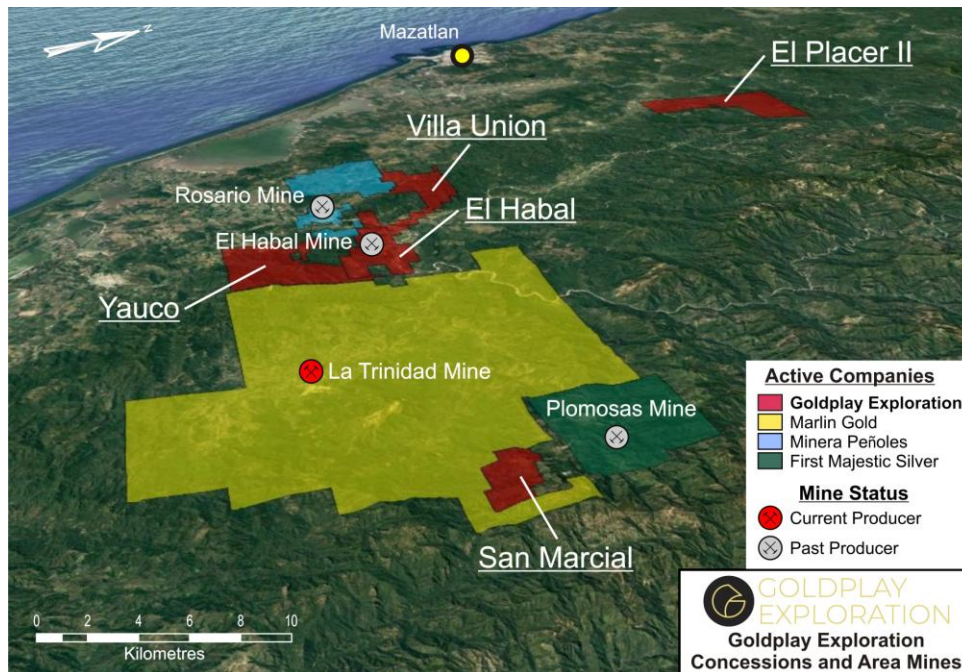


Figure 01 – Location of San Marcial Project and Goldplay Exploration Concessions

Key Highlights:

- Resource Expansion Potential:** The existing historical NI 43-101 resource estimation exhibits significant exploration upside as it only comprises 600 m of mineralized trend being open along strike and down dip along an additional 3.5 km (Figure 02).

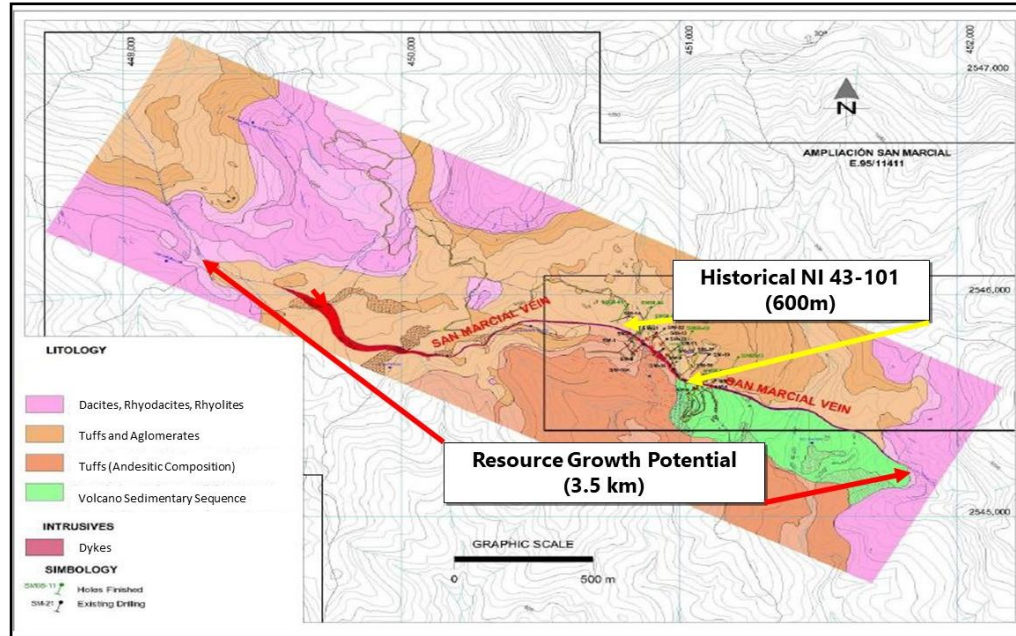


Figure 02 – Location of Historical NI 43-101 Resource and 3.5 km Exploration Trend

- Presence of high grade mineralization near surface supporting opportunity for an open pit project:** Significant intercepts near the surface from previous drill programs such as , 21.2 meters @721g/t (True width) (SM-13), 93.3 meters (true width) grading 104.2 g/t silver (SM-8), 53.95 meters (true width) grading 235 g/t silver (SM-4), 11.61 meters (true width (SM-2), 17.61 meters (true width) grading 282 g/t silver (SM-5), 12.68 meters (true width) grading 540 g/t silver (SM-9) and 17.5 meters (true width) grading 621 g/t silver (SM-13).
- Positive Preliminary Historical Metallurgical Results:** Historical preliminary metallurgical results from oxide and sulfide samples from San Marcial have indicated column leach tests recoveries in the range of 80% for a 72-hour leach period and preliminary flotation test work in drill core composite samples reporting recoveries in the range of 90%.
- Significant Exploration Potential:** San Marcial exhibits significant exploration upside supported by historical regional exploration programs completed by previous operators with identification of 14 exploration targets like San Marcial inside the concessions. Some of these exploration targets consists of historical shallow pits, caved shafts and historical underground workings in areas with extensive hydrothermal alteration hosted by major regional structures.
- Accessible Location with Attractive Infrastructure:** San Marcial is 12km from the Plomosas Project (First Majestic Silver Corp., TSX:FR) and the La Rastra historical mine and mill facilities on

an unpaved road. It is a historical mining district with availability of power and attractive topography for future developments.

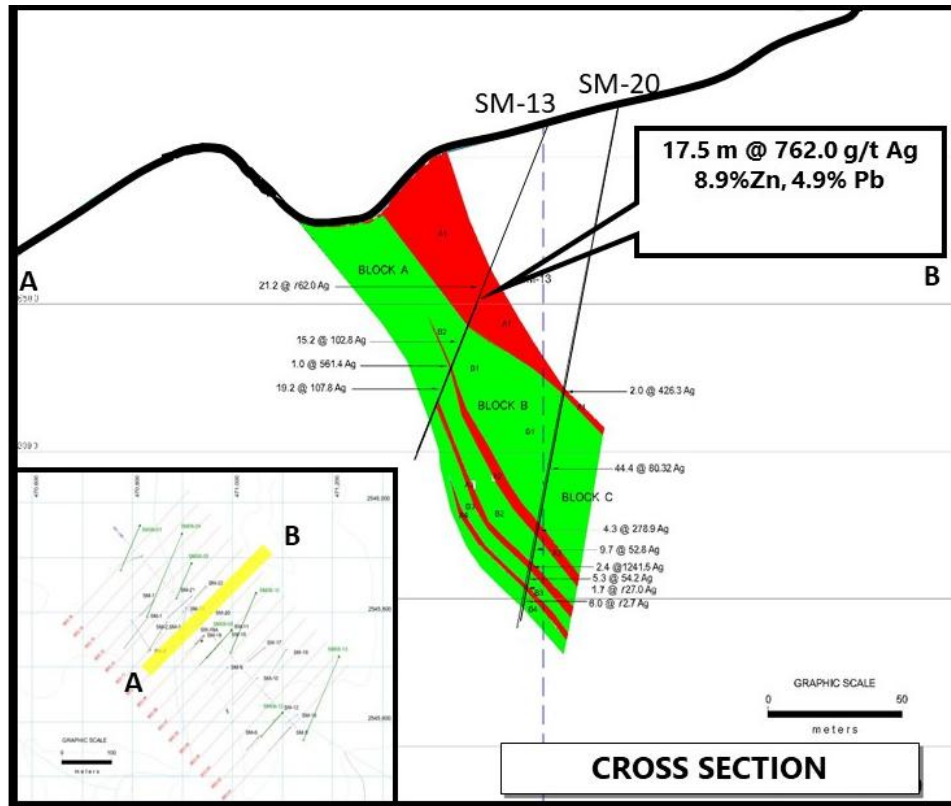


Figure 03 –Cross Section of Historical NI 43-101 Resource – Mineralized Zone

Option Agreement Terms:

The option will be exercisable upon the Company paying SSR Mining an aggregate of \$2,575,000 in cash, issuing an aggregate of 3,500,000 common shares of the Company, incurring an aggregate of \$3,000,000 in exploration expenditures on San Marcial in tranches over a three-year period, granting SSR Mining a NSR royalty and the grant of equity participation rights over a one-year period, according to the following:

	Cash	Shares	Exploration Expenditures
Due within 5 business days of receipt of TSXV approval (the "Approval Date")	\$75,000	1,250,000	-
Due by the first anniversary of the Approval Date	-	-	\$500,000
Due by the second anniversary of the Approval Date	-	750,000	\$1,000,000
Due by the third anniversary of the Approval Date	\$2,500,000	1,500,000	\$1,500,000
Total	\$2,575,000	3,500,000	\$3,000,000

The Company must also on or before the third anniversary of the Approval Date complete an updated resource estimate report conforming to the standards of NI 43-101. The updated resource estimate (“Resource Estimate”) will form the basis for the NSR royalty to be granted and the purchase price related to the buy-back rights. The Resource Estimate will include Inferred Mineral Resources, Indicated Mineral Resources and Measured Mineral Resources (as such terms are defined in the CIM Definitions Standards for Mineral Resources and Mineral Reserves, as amended from time to time).

The NSR royalty granted to SSR Mining will be structured in accordance with the following commodity structure and based on the Resource Estimate:

Resource Estimate	Commodity	% NSR
<= 500,000 oz	Au (Eq)	0.5%
500,000 oz to 1.0 Moz	Au (Eq)	0.75%
1.0 Moz to 2.0 Moz	Au (Eq)	1.0%
>2.0Moz	Au (Eq)	1.5%

The Company may purchase the NSR royalty from SSR Mining in accordance with the following table:

Resource Estimate	Commodity	Buy Back Rights (\$)
<= 500,000 oz	Au (Eq)	\$500,000
500,000 oz to 1.0 Moz	Au (Eq)	\$1,250,000
1.0 Moz to 2.0 Moz	Au (Eq)	\$2,000,000
>2.0Moz	Au (Eq)	(Incremental Resource Greater than 2.0Moz/500,000 oz) *
		\$500,000

The Company grants SSR Mining the right to purchase common shares in any future equity financing that the Company may complete during the one-year period following the Approval Date. This grant of participation rights will provide SSR Mining the right to purchase that number of common shares being offered by the Company in such financing as is equal to SSR Mining’s then percentage interest in the issued share capital of the Company, for the consideration and on the same terms and conditions as offered to the other potential subscribers under such financing.

The approval of the option agreement is subject to the receipt of all necessary regulatory approvals, including the approval of the TSXV.

Marcio Fonseca, Goldplay’s Chief Executive Officer, stated, “Located only 30 km from the Company’s El Habal Project, the addition of San Marcial to our portfolio in the Rosario Mining District is an excellent complement to our strategy of consolidating a highly prospective 100% owned portfolio in a world class district. We are delighted with this opportunity and the addition of SSR Mining as a shareholder. The near surface high grade historical resource allied with preliminary historical metallurgical data encourages the Company to continue exploration aiming to expand the resource along the 3.5 km trend. The historical exploration results delineating 14 targets for precious metals explorations represent an upside exploration potential in San Marcial for future discoveries. The Company looks forward to advancing exploration programs at San Marcial”.

Geology and Mineralization of the San Marcial Project

The mineralization at San Marcial is typical of the low sulphidation, epithermal systems hosted near the contact of the Tertiary, Upper and Lower Volcanic units in the Sierra Madre Occidental Geologic Province. This Province hosts many important precious metal mines and prospects along its 1,500 km long, 250 km wide extent.

The geology at San Marcial comprises Upper Volcanic group with basal conglomerates, rhyolites and dacites, predominantly at the higher elevations on the NE portion of San Marcial. The basal conglomerate lies on the erosional surface above the Lower Volcanic. Unconformable underlying the Upper Volcanic group is Lower Volcanic group with predominance of dacites occurring at lower elevations. The unconformity is generally a mineralization control guide for future exploration as evidenced in the historical NI 43-101 resource model.

The known precious metals prospects at San Marcial are hosted on what appears to be a set of northwest trending fault structures with a 60-northeast dip which is close to the prospective unconformity (Figure 03). Along the 3.5 km mineralized trend, there are highly altered hydrothermal breccias, conglomerates and relatively fresh dacite porphyry intrusive. Faulting is an important structural feature related to the silver gold zinc lead copper mineralization and the intersection of east-west with northwest structures are considered the most prospective areas for exploration at San Marcial.

There are two main mineralized zones (upper and lower), located on the center of the mineral concession and both outcropping at surface (Figure 03). Both mineralized zones and associated host rocks exhibits fracture filling and typical hydrothermal textures of epithermal deposits. There are local brecciation hosting mineralized zones. The mineralized zones are continuous along strike with the mineralization separated into two portions along the 600 m strike length of the historical resource estimate.

The historical exploration programs completed by previous operators have discovered prospective zones with gold values at surface associated with quartz stickwork hosted in silicified and crackled andesites. Similar gold mineralization style has been identified in the San Marcial historical NI 43-101 resource area, however it has not been included in the resource estimation, representing exploration opportunities.

San Marcial should be regarded as a mid-stage project which may have a significant economic potential should the mineralization prove to be more extensive than is presently indicated by the current resource estimate.

Next Steps

San Marcial hosts a significant drill and exploration database. The Company aims to review all data and delineate an aggressive exploration program not only targeting resource expansion with drilling program along the 3.5 km mineralized trend, but also advance exploration on the 14 historical exploration targets with objective of delineating new discoveries.

The Qualified Person under the NI 43-101 for this news release is Marcio Fonseca, President and CEO for Goldplay, who has reviewed and approved its contents.

About Goldplay Exploration Ltd.

Goldplay is an exploration-stage company with a strategic portfolio in the Rosario Mining District, Sinaloa, Mexico. Goldplay is currently focused on advancing exploration activities including drilling on its 100%-owned El Habal Project.

Goldplay's flagship El Habal Project is a low sulphidation epithermal exploration-stage project. The El Habal Project is in the vicinity of the historical Au-Ag Rosario Mine ("Rosario Mine"). The Rosario Mine reportedly operated for 250 years. Goldplay's team has over 30 years' experience with senior roles in exploration, financing and development in the mining industry, including over 10 years of extensive exploration experience in the Rosario Mining District, leading to previous successful discoveries. A current NI 43-101 report on The El Habal Project is filed on SEDAR.

Goldplay is providing the historical data related to the San Marcial for informational purposes only. Goldplay has not completed any quality control assurance program to the historical data. Although the Company believes that the work was completed by competent persons to the standards of the day and the Company cautions the reader that the drill results are historical in nature and have yet to be verified by the Company's "Qualified Person" under NI 43-101.

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. 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 GOLDPLAY 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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