

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Goldplay Exploration Ltd.
Suite 900 – 999 West Hastings Street
Vancouver, BC V6C 2W2

Item 2. Date of Material Change

May 7, 2019.

Item 3. News Release

A news release dated and issued May 7, 2019, at Vancouver, British Columbia, through CNW Group and SEDAR.

Item 4. Summary of Material Change

Surface Channel Sampling at Nava Zone Returns Wide Gold Intersection 40 m at 0.7 g/t Au Including 6.0 m @ 1.9 g/t Au

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) 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

May 7, 2019.



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Surface Channel Sampling at Nava Zone Returns Wide Gold Intersection 40 m at 0.7 g/t Au Including 6.0 m @1.9 g/t Au

Vancouver, BC - Goldplay Exploration Ltd. (TSXV: GPLY, FRANKFURT: GPE, OTCQB: GLYXF) (“Goldplay” or the “Company”) is pleased to announce wide gold intersections in the Company’s first two surface trenches sampled to confirm the continuity and geometry of the low sulphidation epithermal gold mineralization that returned previously up to 10 g/t Au from channel sampling in underground tunnels at the Nava Zone discovery (see News Release dated 16 April 2019).

The Nava gold (Au) discovery is located approximately 1.5 kilometres to the west (Figure 1) of the San Marcial NI 43-101 silver resource ([see News Release dated 7 February 2019](#)), supporting an attractive mineralized corridor for discoveries and potential resource expansion within the San Marcial Project. The Nava discovery is a zone with pervasive hydrothermal alteration (silicification + hematite), at least 500 meters long x 100 m wide, hosting banded quartz veining and stockwork mineralization.

Wide zones (up to 1.5 g/t Au) of oxide material were encountered in both trenches, as characterized by a 13 m interval averaging 1.17 g/t Au in SMtr-003 (Table 1). Locally, there are high grade 1 m intervals supporting an attractive low sulphidation epithermal system. Some of the assayed 1m intervals have returned up to 3.14 g/t Au in SMtr-002 and 4.28 g/t Au in SMtr-003 – this latter result falling within a 4 m interval at 2.41 g/t Au.

The continuity of gold mineralization supported by continuous channel sample results allied with favorable geological setting indicates high exploration potential for gold over a wide area in the Nava zone measuring 600 m along strike and 40 m wide (Figure 2). This is demonstrated by SMtr-003, where the entire 40 m length of the trench averaged 0.70 g/t Au (Figure 3).

Goldplay President and CEO Marcio Fonseca commented, *“The Nava Zone, located to the west of the San Marcial resource, is shaping up to be a potentially significant low sulphidation epithermal gold target. Geological mapping and geochemical data indicate evidence of gold mineralization at the upper portion of a large low sulphidation epithermal system, opening opportunities for upcoming drilling to delineate future areas for resource definition. In addition, the presence of high-grade individual results in wide mineralized zone and presence of visible gold as recently announced from channel sampling in historical tunnels at Nava, encourages the Company to continue exploration at Nava.*

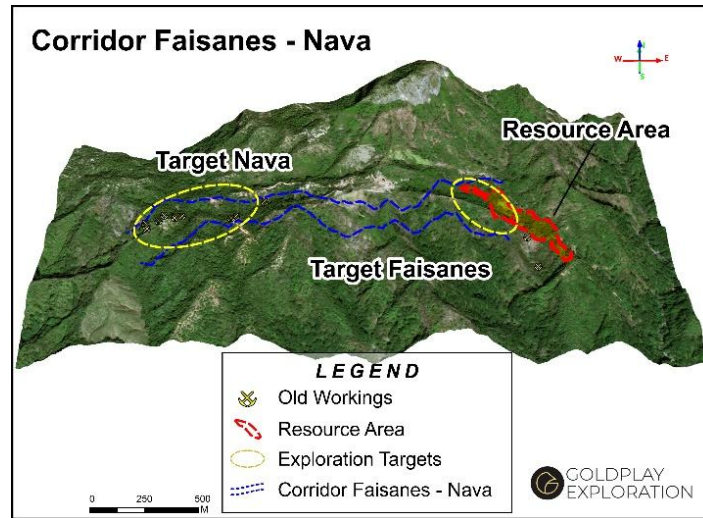
Although still in the early stages of discovery, the Nava Zone has the potential to make the San Marcial Project a true multi-commodity project, adding opportunity to expand resource to the already defined high grade silver NI 43.101 resource. The strike length of the current NI.43,101 resource zone is 500 m, hosting 36 million ounces of Ageq (“Indicated”) and 11 million ounces of Ageq (Inferred), (San Marcial Project, Resource Estimation and Technical Report, February 07, 2019, Todd Mccracken, P.Geo, Marcelo Filipov, P.Geo). The Company has been successful due to exploration potential at the San Marcial Project to materially increase the resource in a short period of time and it is continuing surface exploration program along the remainder of the 1.5 km mineralized corridor west of the NI 43.101 resource area connecting Faisanes and Nava Zones (“Faisanes-Nava corridor”). Recent surface exploration results have provided field evidence that support there is a continuous structural mineralized trend of a total strike length of at least 4.0 km, including the current NI 43.101 resource area , Faisanes– Nava Corridor and recently defined exploration targets to the east of the current NI 43.101 resource area”.

Table 1 Nava Zone – Gold results from Trenches SMtr-002 and SMtr-003

Trench	From (m)	To (m)	True Thickness (m)	Grade Au (g/t)	Cut-off grade Au (g/t)
SMtr-002	24.0	41.0	17.0	0.49	0.2
<i>including</i>	26.0	30.0	4.0	1.07	0.5
	44.0	56.0	12.0	0.62	0.2
<i>Including</i>	49.0	50.0	1.0	3.14	1.0
<i>and</i>	55.0	56.0	1.0	1.26	1.0
SMtr-003	0.0	40.0	40.0	0.70	0.2
	0.0	13.0	13.0	1.17	0.2
<i>including</i>	5.0	13.0	8.0	1.62	0.5
<i>including</i>	7.0	13.0	6.0	1.91	1.0
	34.0	38.0	4.0	2.41	0.5
<i>including</i>	34.0	37.0	3.0	3.03	1.0

Channel lengths are measured along each trench commencing at the southern end. Channel thickness is estimated to approximate true thickness as the orientation of the mineralization is perpendicular to the trenches and sub-vertical. All numbers are rounded. Mineralized zones are calculated allowing for maximum 1 m of internal waste, using the stated cut-off grades.

Figure 1 Nava - Location to the west of the San Marcial Resource and the Faisanes Target



The Nava Zone consists of a set of NE trending mineralized quartz veins, as well as a zone of intense stockwork (Figure 2). The veins are interpreted to be in a low sulphidation regime and hosted within a porphyritic dacite and an andesitic tuff unit, in proximity to the contact with an underlying dacite-rhyolite volcanic package (Figure 4). The geological setting supports presence of Dacite domes in a typical low sulfidation epithermal system. The Nava Zone has no previous drilling.

Figure 2 Nava Zone – Location of Tunnels, Old Workings and Stockwork Zone

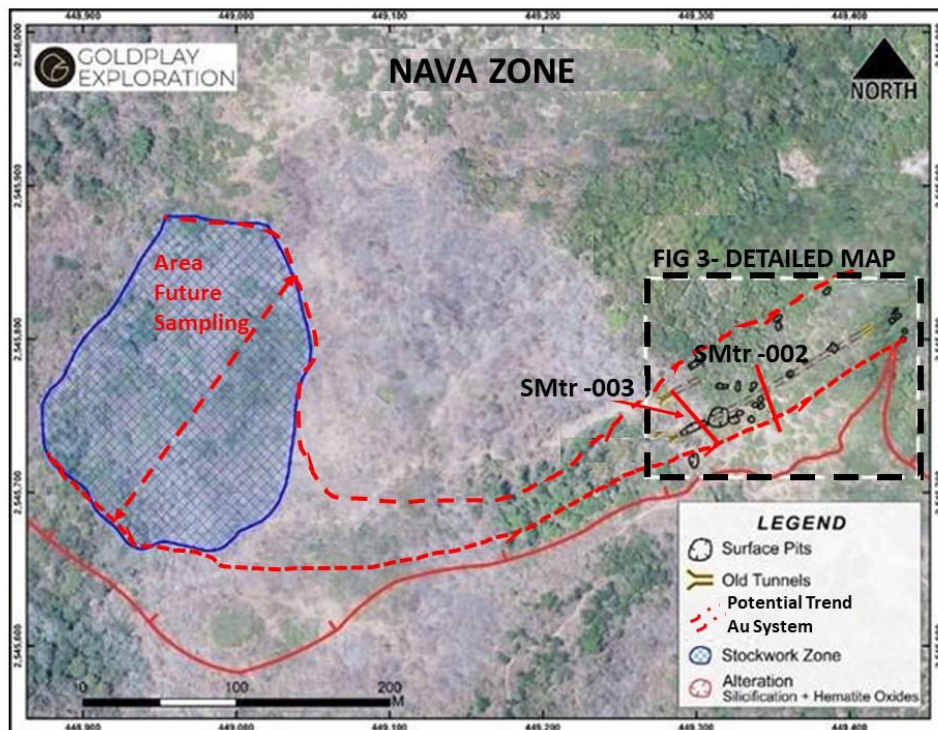
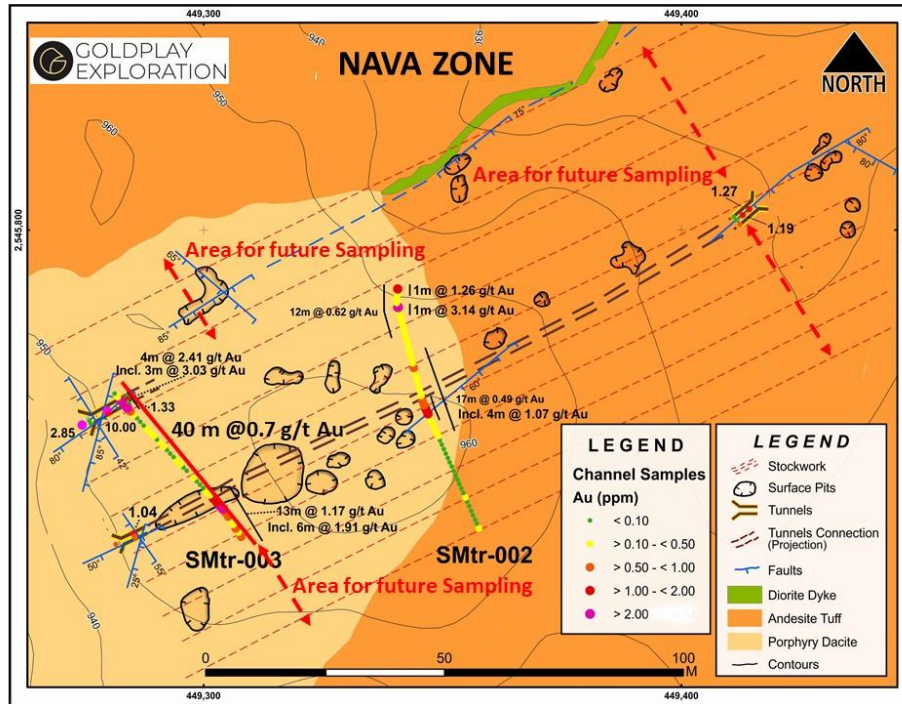


Figure 3 Nava Zone – Geology and Tunnel Sampling Results



The Company has placed a high priority on exploration activities in the Nava Zone following this gold discovery supported by 600 m strike length and wide width of gold mineralization allied with a pervasive alteration & intensive stockwork system. This defines potential open pit target for future drilling & resource definition.

Geological mapping and additional channel sampling will be carried out to also test for extensions of the mineralization along strike to the NE and SW. This exploration program will also include the stockwork zone located 300m to the west of the tunnels (Figure 2). It is anticipated that the current activities will lead to a preliminary drilling program to test the depth continuity of the gold mineralization at Nava.

The Company continues to advance surface exploration at other targets at the San Marcial Project as identified by soil and rock sampling ([News Release dated 18 January 2019](#)). These targets, including Faisanes, which is adjacent to the NI 43 101 Mineral Resource, representing immediate opportunity for additional resource expansion. Goldplay has already received drilling permits to advance a significant drilling program in 2019 and fully authorized by local communities (“Ejido”) to carry out all exploration activities in the San Marcial Project.

Qualified Person

The scientific and technical data contained in this news release related to the San Marcial Project was reviewed and/or prepared under the supervision of Marcio Fonseca, P.Geo., a non-independent qualified person to Goldplay Exploration Ltd. who is responsible to ensure that the geological information contained in this news release is accurate and who acts as “qualified person” under the National Instrument 43-101 Standards of Disclosure of Mineral Projects.

Quality Assurance Program and Quality Control Procedures (“QA/QC”)

Goldplay has implemented QA/QC procedures which include insertion of blank and standard samples in all sample lots sent to SGS de México, S.A. de C.V laboratory facilities in Durango, Mexico, for sample preparation and assaying. For every sample with results above Ag >100 ppm (over limits), these samples are submitted directly by SGS de Mexico to SGS Canada Inc at Burnaby, BC.

About Goldplay Exploration Ltd.

Goldplay owns a >250 sq. km exploration portfolio in the historical Rosario Au-Ag Mining District, Sinaloa, Mexico. Goldplay's current focus includes resource expansion and exploration at the San Marcial Project, as well as a follow up exploration program at the El Habal Project.

The San Marcial land package consists of 1,250 ha, located south of the La Rastra and Plomosas historical mines and 20 km from the Company's 100% owned El Habal Project in the Rosario Mining District, Sinaloa, Mexico. San Marcial is an attractive, near-surface high-grade silver, lead and zinc open pit project for which a NI 43-101 resource estimate was completed by Goldplay in early 2019. It is a low risk resource development stage project, fully permitted for all exploration activities and with support and authorization by local communities to carry out all necessary work on the project.

San Marcial exhibits significant exploration upside supported by regional exploration programs completed by previous operators who identified 14 exploration targets similar to San Marcial within its 100% Goldplay-owned concessions. Some of these exploration targets consist of old shallow pits, caved shafts and historical underground workings in areas with extensive hydrothermal alteration, hosted by major regional structures.

The El Habal Project is a drilling stage project. The oxidized gold mineralized zone outcrops along a series of rolling hills with evidence of historical shallow underground mining along a 6 km long prospective corridor. The El Habal Project is located near the historical gold-silver Rosario Mine which reportedly operated for over 250 years. Goldplay's team has over 30 years of experience with senior roles in exploration, financing, and development in the mining industry, including over ten 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.

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 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.

Mr. Marcio Fonseca
P. Geo, President & CEO
Goldplay Exploration Ltd.

For Further Information:
Contact: +1 (604) 202 3155
Email: info@goldplayexploration.com

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