

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Gold Port Resources Ltd. (the “Company”)
#804-750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

November 30 and December 15, 2017.

Item 3: News Release

No news release was prepared for this material change as the Company is not a public company.

Item 4: Summary of Material Changes

The Company announced that it has completed a non-brokered private placement (the “**Private Placement**”) of 30,843,500 units (the “**Units**”) at a price of CAD\$0.10 per unit, raising gross proceeds of \$3,084,350.

Item 5: Full Description of Material Change

The Company announced that it has completed the final tranche of the Private Placement of 30,843,500 Units at a price of \$0.10 per Unit, raising gross proceeds of \$3,084,350. The Private Placement closed in two tranches. The first tranche closed on November 30, 2017 raising a \$400,000 by the issuance of 4,000,000 Units and the second tranche closed on December 15, 2107, raising \$2,684,350 by the issuance of 26,843,500 Units.

Each Unit is comprised of one common share (the “**Shares**”) and one transferable common share purchase warrant (the “**Warrants**”) exercisable for a period of three years at an exercise price of CAD\$0.20 per Share, at a price of \$0.20 per Share provided that in the event that once the Company is listed for trading on the Canadian Securities Exchange (the “**Exchange**”), the closing price of the Company’s Shares on the Exchange is \$0.40 or greater per Share during any 20 non-consecutive trading day period at any time, the Warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day after the date on which the Company provides notice of such accelerated expiry to warrant holders, and the warrant holders will have no further rights to acquire any Shares under the Warrant.

The Company paid finder’s fees of 7% cash and 8% finder’s warrants to PI Financial Corp.

The Private Placement proceeds will be used for general working capital.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

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Item 9: Date of Report

December 19, 2017.