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

January 10, 2018 and January 18, 2018.

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 third and fourth tranches of a non-brokered private placement (the "**Private Placement**") by the issuance of an additional 1,700,000 units (the "**Units**") at a price of CAD$0.10 per Unit, raising additional gross proceeds of $170,000.

Item 5: Full Description of Material Change

The Company announced that it has completed the third and fourth tranches of the Private Placement by the issuance of an additional 1,700,000 Units at a price of CAD$0.10 per Unit, raising additional gross proceeds of $170,000. The first tranche closed on November 30, 2017 raising $400,000 by the issuance of 4,000,000 Units and the second tranche closed on December 15, 2017, raising $2,684,350 by the issuance of 26,843,500 Units. The total amount raised by the Company in all four tranches was $3,254,350 by the issuance of 32,543,500 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 warrantholders, and the warrantholders 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

January 22, 2018.