

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Goldplay Mining Inc. (the “Company”)
Suite 650 – 1021 West Hastings St.
Vancouver, BC V6E 0C3

Telephone: (604) 655 1420

Item 2. Date of Material Change

February 4, 2021.

Item 3. News Release

The news release announcing the material change has been issued at Vancouver, British Columbia on Feb 4, 2021, was disseminated via Accesswire and was subsequently filed on SEDAR.

Item 4. Summary of Material Change

Goldplay Mining Inc. (or the “Company”), has announced that it has closed a private placement financing (the “Private Placement”) of C\$90,000 and has appointed Lisa Stewart to the Company’s board of directors.

Item 5. Full Description of Material Change

The Company announced that it has closed a private placement financing (the “Private Placement”) of C\$90,000.

The Company has raised total gross proceeds of \$90,000 by issuing a total of 1,800,000 units (“Units”) of the Company priced at \$0.05 per unit.

Each Unit is comprised of one common share of the Company (“Common Share”) and one-half of one common share purchase warrant (“Warrant”). Each whole Warrant entitles the holder, on exercise, to acquire one common share at a price of C\$0.10 until February 4, 2022, subject to acceleration under certain conditions. In the event that the Company receives conditional approval for a listing event on a public stock exchange (the “Listing Event”), the Warrant expiration date will accelerate to the date 30-days subsequent to the news release announcing the Listing Event, provided that the news release announcing the Listing Event is published before the date that is 30 days prior to the warrants’ expiry date.

The Shares issued pursuant to the Private Placement are subject to a statutory hold period of four months plus one day expiring June 5, 2021, in accordance with applicable securities legislation. No finder fees have been paid in conjunction with the private placement. The proceeds will be used for working capital purposes.

Board of Directors Appointment

The Company is also pleased to announce that Lisa Stewart has been appointed to Company’s Board of Directors effective February 3, 2021.

Ms. Stewart is a partner at a national Canadian law firm, Bennett Jones LLP, and has over 15 years’ experience advising public and private companies on a broad range of matters, including corporate finance, mergers and acquisitions, corporate governance, continuous disclosure

matters and other regulatory requirements. Ms. Stewart holds a Bachelor of Laws degree from the University of British Columbia and is a member of the Law Society of British Columbia.

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

Catalin Kilofliski, CEO, Tel No: 604-655-1420

Item 9. Date of Report

Dated at Vancouver, BC, this 10th day of February, 2021.