

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

March 2, 2021.

Item 3. News Release

The news release announcing the material change has been issued at Vancouver, British Columbia on March 2, 2021, was disseminated via Accesswire and was subsequently filed on SEDAR.

Item 4. Summary of Material Change

Goldplay Mining Inc. (“Goldplay” or the “Company”), has announced a non-brokered private placement of flow-through common shares of the Company (the “FT Unit”) and common shares of the Company (the “Non-FT Units”) for aggregate gross proceeds of up to \$900,000 (collectively, the “Offering”).

Item 5. Full Description of Material Change

The FT Units Offering will consist of up to 2,352,900 FT Units at a price of \$0.17 per FT Unit, for gross proceeds of up to \$400,000. Each FT Unit will be comprised of one FT share (within the meaning of Subsection 66(15) of the Income Tax Act (Canada) and one half non-transferable common share purchase warrant (each, a (“Warrant”). Each Warrant will entitle the holder to purchase one additional non-FT common share of the Company at an exercise price of \$0.20 for a period of one year from closing of the private placement.

The Non-FT Units Offering will be comprised of up to 3,333,300 units of the Company at a price of \$0.15 per Non-FT Unit for total proceeds of up to \$500,000. Each Non-FT Unit will be comprised of one common share and one half non-transferable common share purchase warrant (each, a “Warrant”). Each Warrant will entitle the holder to purchase one additional common share of the Company at an exercise price of \$0.20 for a period of one year from closing of the private placement.

The proceeds from the sale of the FT Units will be used to fund phase one of Company’s 2021 exploration program on Company’s Scottie West Project located in the Golden Triangle of BC. The proceeds from the Non-FT Units will be used for general corporate purposes.

All securities to be issued pursuant to the private placement will be subject to a four month hold period from the closing date under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

The Company may pay a finder's fee for the sale of the FT Units and Non-FT Units.

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 5th day of March, 2021.