

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Magna Gold Corp.
18 King Street East
Suite 902
Toronto, Ontario M5C 1C4

Item 2 Date of Material Change

March 13, 2019

Item 3 News Release

The press release attached as Schedule "A" was released over Global Newswire on March 13, 2019.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule "A".

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule "A".

Item 6 Reliance of subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Francisco Arturo Bonillas Zepeda
CEO, CFO, Corporate Secretary and Director
Magna Gold Corp.
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T: 647.259.1790

Item 9 Date of Report

March 13, 2019

Magna Gold Corp. Announces Closing of Final Tranche of Non-Brokered Private Placement

TORONTO, March 13, 2019 -- Magna Gold Corp. (TSXV: MGR.P) ("**Magna**" or the "**Corporation**"), is pleased to announce that further to its news release dated February 11, 2019, it has completed the second and final tranche (the "**Final Tranche**") of a non-brokered private placement of common shares ("**Common Shares**") at a price of CAD\$0.32 per Common Share comprising the concurrent financing (the "**Concurrent Financing**") to the Corporation's proposed qualifying transaction (the "**Proposed Transaction**"). This final tranche of the Concurrent Financing consisted of the sale of 580,000 Common Shares for gross proceeds of CAD\$185,600. Together with the closing of the first tranche (the "**First Tranche**"), the Concurrent Financing consisted of the sale of 8,338,184 Common Shares for gross proceeds of \$2,668,219.

The Concurrent Financing is subject to the receipt of all necessary regulatory approvals, including final acceptance of the TSX Venture Exchange (the "**Exchange**"). The Common Shares issued pursuant to the Concurrent Financing are subject to a four month and one day statutory hold period.

Proceeds of the private placement will be used for exploration activities on the Mercedes Property located in Sonora State, Mexico, and for working capital purposes.

In connection with the Concurrent Financing, the Corporation has agreed to pay commissions of \$8,942.40 to eligible finders, which commissions shall remain in escrow pending the closing of the Proposed Transaction in accordance with the policies of the Exchange.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, or applicable state securities laws, and may not be offered or sold to persons in the United States absent registration or an exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

In connection with the Concurrent Financing, Colin Sutherland has acquired 312,500 Common Shares, representing 0.88% of the Corporation's issued and outstanding Common Shares on completion of the Concurrent Financing. The participation in the Concurrent Financing by Mr. Sutherland constitutes a "related party transaction" as defined by Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"), requiring the Corporation, in the absence of exemptions, to obtain a formal valuation for, and minority shareholder approval of, the "related party transaction". The Corporation is relying on an exemption from the formal valuation and minority shareholder approval requirements set out in MI 61-101 as the fair market value of the participation in the Concurrent Financing of Mr. Sutherland does not exceed 25% of the market capitalization of the Corporation, as determined in accordance with MI 61-101.

For more information, please contact Francisco Arturo Bonillas Zepeda, the Chief Executive Officer, Chief Financial Officer, Corporate Secretary and a director of the Corporation.

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Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain "forward-looking statements", which involves known and unknown risks, and are based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive shareholder or regulatory approvals; and the results of continued business development, marketing and sales. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers of this news release should not place undue reliance on forward-looking statements.

The Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.