FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Engineer Gold Mines Ltd. (the "Company")
Suite 804 – 750 West Pender Street
Vancouver BC V6C 2T7

Item 2: Date of Material Change

July 3, 2019

Item 3: News Release

A news release was issued and disseminated on July 5, 2019 through The Newswire and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

Engineer Gold Mines Ltd. closed a tranche of its private placement through the issuance of 5,590,000 units. Each Unit is comprised of one common share and one-half of one share purchase warrant.

Item 5: Full Description of Material Change

Engineer Gold Mines Ltd. (EAU: TSX-V) is pleased to announce that it has closed a tranche of its private placement, previously announced on June 5th, 2019. The final closing of the Private Placement will be on or before August 6, 2019.

The Company has raised gross proceeds of $559,000 through the issuance of 5,590,000 units ("Units") at a price of $0.10 per Unit. Each Unit is comprised of one common share and one-half of one share purchase warrant (a "Warrant"). Each whole Warrant is exercisable to purchase one common share of the Company at a price of $0.15 per share for a period of 30 months. All securities are subject to a four month hold period. The Company paid $43,120 in cash commissions and issued 431,200 broker Units. The proceeds will be used for the Phase 1 exploration program at the Engineer Gold Mine Property, 32 km west of Atlin in northern BC, and 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

July 11, 2019