Form 51-102F3
Material Change Report

1. Name and Address of Company

Gatling Exploration Inc.
200 Burrard Street, Suite 1680
Vancouver, BC, V6C 3L6

2. Dates of Material Change(s)

November 30, 2018

3. News Release(s)

The news release dated November 30, 2018, was disseminated via Stockwatch.

4. Summaries of Material Changes

The Company announced closing of the final tranche of its flow-through private placement.

5. Full Description of Material Changes

The Company closed the final tranche of its private placement in the amount of 1,099,995 flow-through common shares (the "**FT Shares**") at $0.30 per FT Share for total gross proceeds of $329,998.50.

Of the total placement of 11,544,327 FT Shares, Insiders of the Company subscribed for 453,333 FT Shares. The Insiders are relying on exemptions under sections 5.5(a) and (b) and 5.7(a) of Multilateral Instrument 61-101 in order to subscribe for the placement.

The gross proceeds from the issuance of the FT Shares will be used for Canadian Exploration Expenses and will qualify as "flow-through mining expenditures", as defined in subsection 127(9) of the *Income Tax Act* (Canada).

All securities issued under the placement will be subject to a four month hold period from the date of issue in accordance with applicable securities laws.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Dale Ginn, President and CEO – 604.678.5308

9. Date of Report

November 30, 2018