

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

September 6, 2019

Item 3: News Release

A news release was issued and disseminated on September 9, 2019 through The Newswire and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

Engineer Gold Mines Ltd. closed the final tranche of its private placement through the issuance of 4,353,200 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) (“Engineer Gold”, or the “Company”) announces it has closed the private placement announced on June 5, 2019. Further to the News Release of Friday September 6, 2019, an additional 100,000 units have been added to the final numbers. The Private Placement was closed over subscribed, raising a total of \$1,314,320 through the issuance of 13,143,200 units (“Units”) at a price of \$0.10 per Unit. The final tranche raised \$435,320 through the issuance of 4,353,200 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. For the final tranche the Company paid \$17,760 in cash commissions and issued 177,600 broker Units. The proceeds will be used for the on-going 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:
Thomas Kennedy: (604) 682-2928
Email: tomkennedy@shaw.ca

Item 9: Date of Report

September 12, 2019