



FORM 51-102F3
Material Change Report

Item 1 Name and Address of Issuer:

BMEX Gold Inc. (“**BMEX**” or the “**Company**”)
999 W Hastings Street,
Vancouver, BC V6C 2W2

Item 2 Date of Material Change:

October 23, 2020

Item 3 News Release:

A news release (the “**News Release**”) reporting the material change was issued by BMEX and disseminated through Newsfile Corp. on October 23, 2020 and subsequently filed on SEDAR at www.sedar.com.

Item 4 Summary of Material Change:

On October 23, 2020, BMEX closed the second and final tranche of its private placement through the issuance of an aggregate of 6,666,666 flow-through units (each a “**FT Unit**”) of the Company at a price of \$0.5325 per FT Unit for gross proceeds of \$3,550,000 (the “**Second Tranche**”). In the first tranche of its private placement, the Company issued an aggregate of 10,510,000 units (each a “**Unit**”) of the Company at a price of \$0.30 per Unit for gross proceeds of \$3,153,000 (the “**First Tranche**” and together with the Second Tranche, the “**Offering**”).

The Units and FT Units were issued and sold pursuant to the terms of an agency agreement dated October 6, 2020, among the Company and StephenAvenue Securities Inc. (the “**Agent**”), as sole agent and sole bookrunner.

Item 5 Full Description of Material Change:

On October 23, 2020, BMEX closed the second and final tranche of its private placement through the issuance of an aggregate of 6,666,666 FT Units of the Company at a price of \$0.5325 per FT Unit for gross proceeds of \$3,550,000. In the first tranche of its private placement, the Company issued an aggregate 10,510,000 Units of the Company at a price of \$0.30 per Unit for gross proceeds of \$3,153,000.

The Units and FT Units were issued and sold pursuant to the terms of an agency agreement dated October 6, 2020, among the Company and the Agent, as sole agent and sole bookrunner.

Each FT Unit consists of one common share (a “**Common Share**”) of the Company and one-half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”), with each Warrant entitling the holder thereof to acquire one additional Common Share at a price of \$0.50 for a period of eighteen (18) months from the closing date of the Second Tranche.

Each Unit consists of one Common Share of the Company and one-half of one Warrant, with each Warrant entitling the holder thereof to acquire one additional Common Share at a price of \$0.50 for a period of eighteen (18) months from the closing date of the First Tranche.

In connection with the closing of the Second Tranche, the Agent received a cash commission of \$248,500, and an aggregate of 466,667 broker warrants (a “**Broker Warrant**”). Each Broker Warrant entitles the holder thereof to acquire one Common Share at a price of \$0.30 for a period of eighteen (18) months from the closing date of the Second Tranche.

In connection with the closing of the First Tranche, the Agent received a cash commission of \$220,710, and an aggregate of 735,700 Broker Warrants. Each Broker Warrant entitles the holder thereof to acquire one Common Share at a price of \$0.30 for a period of eighteen (18) months from the closing date of the First Tranche.

A portion of the Offering constituted a “related party transaction” within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”) as a member of management and a member of the Board of Directors has each subscribed for 100,000 Units pursuant to the Offering. Such related party transactions are exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of securities being issued to the related parties nor the consideration being paid by the related parties exceeded 25% of the Company's market capitalization. The participants in the Offering and the extent of such participation were not finalized until shortly prior to the completion of the Offering. Accordingly, it was not possible to publicly disclose details of the nature and extent of related party participation in the Offering pursuant to a material change report filed at least 21 days prior to the completion of the Offering.

Forward-Looking Statements

This material change report contains forward-looking statements. All statements, other than of historical facts, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future including, without limitation, the use of the proceeds from the Offering and the statutory hold periods for the Common Shares as described herein are forward-looking statements. Forward-looking statements are generally identifiable by use of the words “will”, “should”, “continue”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “to earn”, “to have”, “plan” or “project” or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company’s ability to control or predict, that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements. Factors that could cause actual results or events to differ materially from current expectations include, among other things, failure to obtain any necessary regulatory approvals, the termination of any agreement governing the Offering, general business and economic conditions, changes in world gold markets, sufficient labour and equipment being available, changes in laws and permitting requirements, unanticipated weather changes, title disputes and claims, environmental risks as well as those risks identified in the Company’s annual Management’s Discussion and Analysis. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described and accordingly, readers should not place undue reliance on forward-looking statements. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update these forward-looking statements except as otherwise required by applicable law.

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

Not applicable.

Item 7 Omitted Information:

No significant facts otherwise required to be disclosed in this report have been omitted.

Item 8 Executive Officer:

For further information, please contact:

Amrik Virk, Chief Executive Officer & Director
BMEX Gold Inc.
Phone: (604) 423-4499

Item 9 Date of Report:

October 30, 2020