

Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

ETHOS GOLD CORP. ("Ethos" or the "Company")
Suite 1430 – 800 West Pender Street
Vancouver, British Columbia V6C 2V6

ITEM 2 Date of Material Change

December 21, 2018

ITEM 3 News Release

A new release setting out information relating to the material change described herein was issued by the Company on December 24, 2018 and disseminated through the facilities of Newsfile Corp.

ITEM 4 Summary of Material Change

The Company announced the completion of a non-brokered private placement of 7,000,000 Flow-Through Units (the "FT Units") of the Company at a price of C\$0.28 per FT Unit for gross proceeds of C\$1,960,000.

ITEM 5 Full Description of Material Change

See the news release attached.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

ITEM 7 Omitted Information

Not Applicable

ITEM 8 Executive Officer

Craig Roberts, President and CEO
Tel: 604-638-8063

ITEM 9 Date of Report

December 24, 2018



Ethos
Gold Corp.

Suite 1430 – 800 West Pender Street, Vancouver, BC V6C 2V6

Ethos Gold Announces Closing of Flow-Through Financing

Vancouver, BC – December 24, 2018, Ethos Gold Corp. (“Ethos” or the “Company”) (TSXV:ECC) announces that it has completed a non-brokered private placement of 7,000,000 Flow-Through Units (the “FT Units”) of the Company at a price of C\$0.28 per FT Unit for gross proceeds of C\$1,960,000.

Each FT Unit consists of one common share of the Company to be issued on a flow-through basis under the Income Tax Act (Canada) and one-half of one non-flow-through common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant entitles the holder to purchase one non-flow-through common share of the Company at a purchase price of \$0.30 per share until December 21, 2020.

The gross proceeds of the FT Offering will be used for further exploration of the Company’s Pine Pass vanadium project located on the John Hart Highway between Mackenzie and Chetwynd, British Columbia.

All securities issued or issuable under the offering are subject to a four-month hold period expiring on April 22, 2019, in addition to such other restrictions as may apply under applicable securities laws in jurisdictions outside of Canada.

Final closing of this Offering is subject to final acceptance by the TSX Venture Exchange.

For additional information please contact Craig Roberts at 604-682-4750 or view the Company’s website, www.ethosgold.com.

Ethos Gold Corp.

Per: “*Craig Roberts*”

Craig Roberts P.Eng., President & CEO

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.

Forward-Looking Statement Cautions:

This press release contains certain “forward-looking statements” within the meaning of Canadian securities legislation, relating to, among other things, the Company’s FT Offering and the contemplated use of the proceeds to further the exploration on its Pine Pass project. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words “expects,” “plans,”

"anticipates," "believes," "intends," "estimates," "projects," "aims," "potential," "goal," "objective," "prospective," and similar expressions, or that events or conditions "will," "would," "may," "can," "could" or "should" occur, or are those statements, which, by their nature, refer to future events. The Company cautions that Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Except to the extent required by applicable securities laws and the policies of the TSX Venture Exchange, the Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause future results to differ materially from those anticipated in these forward-looking statements include, possible, accidents and other risks associated with mineral exploration operations, the risk that the Company will encounter unanticipated geological factors, the possibility that the Company may not be able to secure permitting and other governmental clearances necessary to carry out the Company's exploration plans, the risk that the Company will not be able to raise sufficient funds to carry out its business plans, and the risk of political uncertainties and regulatory or legal changes that might interfere with the Company's business and prospects. The reader is urged to refer to the Company's reports, publicly available through the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com for a more complete discussion of such risk factors and their potential effects.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.