

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1      Name and Address of Company**

Goldshore Resources Inc.  
918 - 1030 West Georgia Street  
Vancouver, British Columbia V6E 2Y3  
(the “**Company**” or “**Goldshore**”)

**Item 2      Date of Material Change**

November 23, 2021

**Item 3      News Release**

The news release was disseminated on November 23, 2021 through Newsfile Corp. and filed on SEDAR.

**Item 4      Summary of Material Change**

The Company announced the closing of its upsized private placement for aggregate gross proceeds of \$10,000,000 (the “Offering”). The Offering was led by Eventus Capital Corp., as lead agent and sole bookrunner (the “Lead Agent”), and included Laurentian Bank Securities Inc. and Canaccord Genuity Corp. (together with the Lead Agent, the “Agents”).

The Offering was comprised of 10,810,692 flow-through shares (each, a “FT Share”) at a price of \$0.65 per FT Share for gross proceeds of \$7,026,950, and 3,911,908 premium flow-through shares (each, a “Premium FT Share”) at a price of \$0.76 per Premium FT Share for gross proceeds of \$2,973,050.

In connection with the Offering, the Company has paid to the Agents a cash commission equal to 6% of the gross proceeds of the Offering, of which 3% was paid in cash and 3% was paid through the issuance of 440,178 common shares of the Company at a price of \$0.65. In addition, the Company issued to the Agents 880,356 compensation warrants of the Company exercisable for a period of 24 months at an exercise price of \$0.65.

**Item 5      Full Description of Material Change**

**5.1      Full Description of Material Change**

Please see attached News Release dated November 23, 2021.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**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**

For further information, contact:

Marlis Yassin  
Chief Financial Officer  
Telephone: 604-628-2669

**Item 9 Date of Report**

November 25, 2021

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE U.S.



**VANCOUVER, B.C., November 23, 2021:** Goldshore Resources Inc. (TSXV: GSHR / OTCQB: GSHRF / FWB: 8X00) (“**Goldshore**” or the “**Company**”), is pleased to announce the closing of its upsized private placement for aggregate gross proceeds of \$10,000,000. The Offering was led by Eventus Capital Corp., as lead agent and sole bookrunner (the “**Lead Agent**”), and including Laurentian Bank Securities Inc. and Canaccord Genuity Corp. (together with the Lead Agent, the “**Agents**”).

The Offering was comprised of 10,810,692 flow-through shares (each, a “**FT Share**”) at a price of \$0.65 per FT Share for gross proceeds of \$7,026,950, and 3,911,908 premium flow-through shares (each, a “**Premium FT Share**” and, collectively with the FT Shares, the “**Offered Shares**”) at a price of \$0.76 per Premium FT Share for gross proceeds of \$2,973,050.

In connection with the Offering, the Company has paid to the Agents a cash commission equal to 6% of the gross proceeds of the Offering, of which 3% was paid in cash and 3% was paid through the issuance of 440,178 common shares of the Company at a price of \$0.65. In addition, the Company issued to the Agents 880,356 compensation warrants of the Company exercisable for a period of 24 months at an exercise price of \$0.65.

The Company intends to use the proceeds raised from the Offering for future exploration work on its Moss Lake gold deposit in Northwest Ontario, Canada. The gross proceeds from the issuance of the Offered Shares will be used for “Canadian Exploration Expenses” within the meaning of the *Income Tax Act* (Canada) (the “**Qualifying Expenditures**”), which will be renounced with an effective date no later than December 31, 2021 to the purchasers of the Offered Shares in an aggregate amount not less than the gross proceeds raised from the issue of Offered Shares. If the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify each subscriber of Offered Shares for any additional taxes payable by such subscriber as a result of the Company’s failure to renounce the Qualifying Expenditures.

The securities issued pursuant to the Offering will be subject to a four-month and one day hold period under applicable securities laws in Canada.

Closing of the Offering is subject to final approval by the TSX Venture Exchange.

Brett Richards, President and Chief Executive Officer of the Company commented: *“I am pleased we have been able to attract significant interest in Goldshore to have upsized the planned \$7M fund raise to \$10M, and have now closed. This fresh capital will assist us in continuing to de-risk the project as we advance our 100,000m drilling campaign well into 2022.”*

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the **“U.S. Securities Act”**) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

*Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.*

**For More Information – Please Contact:**

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President, Chief Executive Officer and Director  
Goldshore Resources Inc.

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**Cautionary Note Regarding Forward-Looking Statements**

This news release contains statements that constitute “forward-looking statements.” Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements, or developments to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects,” “plans,” “anticipates,” “believes,” “intends,” “estimates,” “projects,” “potential” and similar expressions, or that events or conditions “will,” “would,” “may,” “could” or “should” occur.

Forward-looking statements in this news release include, among others, statements relating to expectations regarding the use of proceeds of the Offering, and other statements that are not historical facts. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors and risks include, among others: the Company may require additional financing from time to time in order to continue its operations which may not be available when needed or on acceptable terms and conditions acceptable; compliance with extensive government regulation; domestic and foreign laws and regulations could adversely affect the Company’s business and results of operations;

the stock markets have experienced volatility that often has been unrelated to the performance of companies and these fluctuations may adversely affect the price of the Company's securities, regardless of its operating performance; and the impact of COVID-19.

The forward-looking information contained in this news release represents the expectations of the Company as of the date of this news release and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.