

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Reporting Issuer

BLACK MOUNTAIN GOLD USA CORP. ("Black Mountain Gold" or the "Company")
Suite 2300 - 1177 West Hastings Street
Vancouver, B.C. V6E 2K3

ITEM 2 Date of Material Change

Effective date for material change report on February 17th 2021

ITEM 3 News Release

A news release announcing the material change was disseminated on February 12th, 2021.

ITEM 4 Summary of Material Change

Black Mountain Gold USA Corp. announced on January 19, 2021 that it was engaging in a non-brokered private placement (the "Private Placement") of 10,000,000 units at a price of CDN \$0.40 per unit, for gross proceeds of CDN \$4,000,000. On January 22, 2021 the Company announced that, as a result of strong investor interest, the Company was increasing the Private Placement to 12,500,000 units (the "Units") at a price of CDN\$0.40 per Unit for proceeds of CDN\$5,000,000.

The Company wishes to announce that it has closed the Private Placement of the 12,500,000 Units for proceeds of CDN\$5,000,000

Each of the 12,500,000 Units consisted of one common share and one-half share purchase warrant, each whole share purchase warrant (each, a "Warrant") being exercisable for a period of two years until February 12, 2023 at a price of CDN\$0.60 per share. The Warrants are subject to an accelerated expiry in the event the common shares of the Company trade on the Exchange at a price of CDN\$1.00 or higher for 10 consecutive trading days.

A finder's fee of 8% cash was payable on a portion of the Private Placement for a total of CDN\$120,880 paid.

The common shares comprising part of the Units and any common shares issued upon exercise of the Warrants are subject to a four month Exchange hold period expiring on June 13, 2021.

Proceeds of the Private Placement will be used to advance exploration of the Company's Mohave Gold Project and for general working capital purposes.

ITEM 5 Full Description of Material Change

See Schedule "A" attached for a copy of the news release announcing the material change.

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

N/A

ITEM 7 Omitted Information

N/A

ITEM 8 Executive Officer

Graham Harris, President (604) 662-8184

ITEM 9 Date of Report

February 17th, 2021