

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

1. Name and Address of Company:

GOLDMINING INC.
1830-1030 West Georgia Street
Vancouver, BC V6E 2Y3

2. Date of Material Change:

The material change described in this report occurred on July 20, 2017.

3. News Release:

On July 21, 2017, GoldMining Inc. ("**GOLD**" or the "**Company**") issued a news release through the facilities of CNW Newswire.

4. Summary of Material Change:

On July 21, 2017, the Company announced that it had completed the acquisition of a 100% interest in the Yellowknife Gold Project (the "**YGP Project**") and nearby Big Sky Property (the "**Big Sky Property**") covering approximately 35 km of the Yellowknife Greenstone Belt in the Northwest Territories, Canada and certain related assets from a receiver (the "**Receiver**") appointed in respect of the assets and undertaking of Tyhee N.W.T. Corp. for total consideration of 4.0 million common shares of the Company ("**GOLD Shares**").

5. Full Description of Material Change:

On July 20, 2017 (the "**Closing Date**"), the Company completed its acquisition of the YGP Project, the Big Sky Property, and certain related assets, located in the Northwest Territories, Canada.

The acquisition was completed pursuant to an asset purchase agreement (the "**Agreement**") between the Company, a wholly-owned subsidiary of the Company and the Receiver, dated May 9, 2017, and as amended by the First Amending Agreement, dated May 31, 2017. The Receiver was appointed by the Supreme Court of British Columbia as receiver and manager of all of the assets, undertakings and properties of Tyhee N.W.T. Corp., a subsidiary of Tyhee Gold Corp., under the *Bankruptcy and Insolvency Act*. RMB Australia Holdings Limited ("**RMB**"), Tyhee N.W.T. Corp's largest creditor, initiated the receivership and supported the transaction.

Total consideration paid by the Company under the transaction consisted of an aggregate of 4.0 million GOLD Shares (the "**Share Consideration**"), at a deemed price of \$2.00 per share.

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

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted respecting the material change and this report:

Patrick Obara
Chief Financial Officer
Telephone: (604) 630-1000

9. Date of Report:

July 26, 2017.