

**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 June 19, 2018.

**3. News Release:**

On June 18, 2018, GoldMining Inc. ("**GOLD**" or the "**Company**") issued a news release through the facilities of PR Newswire and Canada Newswire.

**4. Summary of Material Change:**

On June 19, 2018, the Company's common shares (the "**Common Shares**") and common share purchase warrants expiring December 31, 2018 (the "**Warrants**") commenced trading on the Toronto Stock Exchange (the "**TSX**").

**5. Full Description of Material Change:**

**6.** On June 19, 2018, the Company's common shares (the "**Common Shares**") and common share purchase warrants expiring December 31, 2018 (the "**Warrants**") commenced trading on the TSX under the stock symbols "GOLD" and "GOLD.WT", respectively.

As a result of the graduation of the Company to the TSX, its Common Shares and Warrants were voluntarily delisted from the TSX Venture Exchange upon the commencement of trading on the TSX.

**7. Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**8. Omitted Information:**

Not applicable.

**9. 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

**10. Date of Report:**

June 25, 2018.