

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 May 24, 2018.

3. News Release:

On May 25, 2018, GoldMining Inc. ("**GOLD**" or the "**Company**") issued a news release through the facilities of CNW Newswire.

4. Summary of Material Change:

On May 24, 2018, Garnet Dawson was elected to the board of directors at the Company's annual general meeting of shareholders (the "**AGM**") to replace Patrick Obara, who did not stand for re-election at the AGM.

5. Full Description of Material Change:

On May 24, 2018, the Company held its AGM. Shareholders elected Amir Adnani, Gloria Ballesta, Garnet Dawson, Honourable Herb Dhaliwal, Mario Bernardo Garnero and David Kong as directors, and voted in favor of all items of business at the AGM.

As previously disclosed, Garnet Dawson was elected to the board of directors to replace Patrick Obara, who did not stand for re-election at the AGM. Patrick Obara continues to be the Chief Financial Officer of the Company.

6. Reliance on Subsection 7.1(2) 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:

May 28, 2018.