

**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 September 21, 2020.

3. News Release:

On September 21, 2020, GoldMining Inc. (the "**Company**") issued a news release through the facilities of CNW.

4. Summary of Material Change:

The Company announced that, effective October 1, 2020, Alastair Still has been appointed as Executive Vice President, Chief Development Officer of the Company, and as Director of Technical Services of its subsidiary, Gold Royalty Corp. ("**GRC**").

5. Full Description of Material Change:

6. The Company announced that, effective October 1, 2020, Alastair Still has been appointed as Executive Vice President, Chief Development Officer of the Company, and as Director of Technical Services of GRC.

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:

September 22, 2020