

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

ITEM 1. NAME AND ADDRESS OF COMPANY

Carlin Gold Corporation (the "**Company**")
Suite 405 – 375 Water Street
Vancouver, British Columbia, V6B 5C9

ITEM 2. DATE OF MATERIAL CHANGE

June 16, 2023

ITEM 3. NEWS RELEASE

Issued June 16, 2023 and distributed through the facilities of Newsfile Corp. and SEDAR.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company closed its previously announced non-brokered private placement (the "**Private Placement**") whereby the Company completed the issuance of 5,050,000 units (each, a "**Unit**") at a price of \$0.12 per Unit (on a post-Consolidation basis) for gross proceeds of \$606,000.

Each unit consists of one common share of the Company and one common share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder, on exercise thereof, to purchase one additional common share of the Company at a price of \$0.20 per share for a period of five years from the completion of the Private Placement.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the news release attached as Schedule "A" for a full description of the material change.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Aris Morfopoulos, Secretary and Chief Financial Officer
Telephone: (604) 638-1402

ITEM 9. DATE OF REPORT

June 19, 2023

SCHEDULE "A"
NEWS RELEASE DATED JUNE 16, 2023

[See attached.]

CARLIN GOLD CORPORATION

Suite 405 – 375 Water Street, Vancouver, British Columbia, V6B 5C9

Telephone: (604) 638-1402

Website: www.carlingold.com

June 16, 2023

TSX.V: CGD

NEWS RELEASE

CARLIN ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Vancouver, B.C. – June 16, 2023 - Carlin Gold Corporation (the “**Company**” or “**Carlin**”) (TSX.V: CGD) is pleased to announce that it has closed its previously announced non-brokered private placement (the “**Private Placement**”) whereby the Company has completed the issuance of 5,050,000 units (each, a “**Unit**”) at a price of \$0.12 per Unit (on a post-Consolidation basis) for gross proceeds of \$606,000.

Each unit consists of one common share of the Company and one common share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder, on exercise thereof, to purchase one additional common share of the Company at a price of \$0.20 per share for a period of five years from the completion of the Private Placement.

The Private Placement is subject to all necessary regulatory approvals, including final acceptance from the TSXV. All securities issued in connection with the Private Placement will be subject to a four-month hold period from the closing date under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

The proceeds from the Private Placement are intended to be used for general working capital purposes.

Carlin also wishes to correct a statement made in its previously disseminated press release dated June 5, 2023 in which it announced the Company's transfer agent as Computershare Investor Services. The Company wishes to correct this disclosure and clarify that the Company's transfer agent is Computershare Trust Company of Canada.

About Carlin

Carlin controls two 100% owned gold exploration properties in Nevada, the Cortez Summit property and Willow property, both containing Carlin-style gold targets.

Cortez Summit lies about 1 kilometer north-east of the north end of Nevada Gold Mines' ("NGM") Goldrush deposit and east of Barrick Gold Corporation's ("Barrick") Fourmile resource. The Goldrush deposit, currently under development, has a reported underground mineral resource with 6.6 million oz grading 7.8 g/t. indicated and 1.2 million oz grading 7.6. g/t Au inferred, for an attributable (61.5%) total of 7.8 million oz (Barrick 2019 annual report) of the overall NGM resource of 12.7 million oz. The Fourmile resource, owned by Barrick, and located directly north of Goldrush and west of Cortez Summit, has an indicated and inferred resource containing 2.55 M oz Au grading 10.6 gpt Au (Barrick 2021 annual report). NGM has completed a stand-alone underground feasibility study for the Goldrush deposit (Barrick Q3 2021 report). An Environmental Impact Statement has been completed, and a Record of Decision is expected in the second half of 2023 (Barrick Q1 2023 MD&A).

The Willow property is an early-stage project in Elko County north of the town of Wells, Nevada. Willow is located within a potential new gold belt that contains the Long Canyon mine being operated by NGM.

"K. Wayne Livingstone"

President and Chief Executive Officer
Telephone: (604) 638-1402

Website: www.carlingold.com

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

Forward-Looking Statements:

Cautionary Note Regarding Forward-Looking Statements: This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management's expectations and intentions with respect to, among other things, the Private Placement and the intended use of proceeds by the Private Placement.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, the Company not receiving the necessary regulatory approvals in respect of any of the transactions contemplated herein.

In making the forward looking statements in this news release, the Company has applied several material assumptions, including without limitation, that the Company will receive the necessary regulatory approvals in respect of each of the transactions contemplated herein.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, except as required by applicable securities laws.