

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Plato Gold Corp. (the “**Issuer**”)
Suite 300
1300 Bay Street
Toronto, Ontario
M5R 3K8

Item 2 Date of Material Change

October 16, 2017.

Item 3 News Release

The news release, attached hereto as Schedule “A”, was disseminated on October 16, 2017 through Marketwire and was filed by SEDAR with the British Columbia Securities Commission, the Alberta Securities Commission, the Financial and Consumer Affairs Authority of Saskatchewan, the Manitoba Securities Commission, the Ontario Securities Commission and the TSX Venture Exchange.

Item 4 Summary of Material Change

The Issuer announced that it has closed its shares for debt transaction (the “**Transaction**”) previously announced on October 11, 2017. Pursuant to the Transaction, the Issuer settled \$830,790 in outstanding debt to various creditors by issuing 16,615,800 common shares of the Issuer valued at \$0.05 per share.

Anthony J. Cohen, the President and Chief Executive Officer of the Issuer, participated directly and indirectly in the Transaction (the “**Cohen Transaction**”). The Cohen Transaction constitutes a “related party transaction” as such term is defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), which requires the Issuer, in the absence of exemptions, to obtain a formal valuation for, and minority shareholder approval of, related party transactions. The Issuer is relying on the “financial hardship” exemption from the minority approval requirement under MI 61-101 based on the board of directors of the Issuer having unanimously determined (with Anthony J. Cohen abstaining) that the Issuer is in financial hardship, the Transaction is designed to improve the financial position of the Issuer, and the terms of the Transaction are reasonable in the circumstances of the Issuer.

Item 5 Full Description of Material Change

The Issuer announced that it has closed the Transaction previously announced on October 11, 2017. Pursuant to the Transaction, the Issuer settled \$830,790 in outstanding debt to various creditors by issuing 16,615,800 common shares of the Issuer valued at \$0.05 per share.

The Transaction was undertaken by the Issuer in order to conserve capital and improve the Issuer's balance sheet while global financial markets remain turbulent and financing junior exploration companies remains difficult.

Closing of the offering is subject to receipt of all required regulatory approvals, including final approval of the TSX Venture Exchange.

The common shares of the Issuer which were issued as part of the Transaction will be subject to a statutory hold period of four months and one day from the date of issuance, in accordance with applicable securities legislation.

Disclosure Required by MI 61-101

Pursuant to MI 61-101, the Cohen Transaction constituted a "related party transaction" as Mr. Anthony J. Cohen is considered a "related party" (within the meaning of MI 61-101) by virtue of his position as a director, senior officer, and control person of the Issuer.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101:

(a) a description of the transaction and its material terms:

See item 4 above for a description of the Transaction and the Cohen Transaction.

(b) the purpose and business reasons for the transaction:

The purpose of the Transaction is for the Issuer to conserve capital and improve the Issuer's balance sheet while global financial markets remain turbulent and financing junior exploration companies remains difficult.

(c) the anticipated effect of the transaction on the Issuer's business and affairs:

The Issuer intends to use the proceeds to improve the Issuer's balance sheet.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Mr. Anthony J. Cohen, the President and Chief Executive Officer of the Issuer, settled \$9,730 of debt owing by the Issuer to Mr. Cohen in consideration of the issuance of 194,600 common shares of the Issuer (“**Common Shares**”) to Mr. Cohen.

CEYX Properties Ltd. (“**CEYX**”), a corporation which Mr. Cohen controls, settled \$739,700 of debt owing by the Issuer to CEYX in consideration of the issuance of 14,974,000 Common Shares to CEYX.

Gulf & Pacific Equities Corp. (“**Gulf**”), a corporation which Mr. Cohen also controls, settled \$81,360 of debt owing by the Issuer to Gulf in consideration of the issuance of 1,627,200 Common Shares to Gulf.

- (ii) *the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:*

The following table sets out the effect of the Transactions on the percentage of securities of the Issuer beneficially owned or controlled by Anthony Cohen:

Dollar Debt Converted to Common Shares	Number of Underlying Securities ⁽¹⁾	No. of Securities Held prior to Closing of the Offering	Percentage of Issued and Outstanding Securities prior to Closing of the Offering	No. of Securities Held after Closing of the Offering	Percentage of Issued and Outstanding Securities After Closing of the Offering
\$830,790.00	16,615,800	Undiluted: 30,418,385 ⁽²⁾ Diluted: 32,168,385 ⁽³⁾	Undiluted: 20.5% ⁽⁴⁾ Diluted: 20.2% ⁽⁵⁾	Undiluted: 47,034,185 ⁽⁶⁾ Diluted: 48,784,185 ⁽⁷⁾	Undiluted: 28.5% ⁽⁸⁾ Diluted: 27.7% ⁽⁹⁾

(1) Issuance at a deemed price of \$0.05 per Common Share.

(2) Based on (i) 17,002,059 common shares of the Issuer held personally by Anthony J. Cohen, (ii) 12,582,993 Common Shares held by CEYX, and (iii) 833,333 Common Shares held indirectly by 1338823 Alberta ULC, a corporation controlled by Anthony J. Cohen.

(3) Based on the same numbers as in footnote (2) above but including (i) 750,000 Common Shares that may be issued on exercise of options held personally by Anthony J. Cohen, and (ii) 1,000,000 Common Shares issuable upon conversion of certain convertible debentures held by Anthony J. Cohen within the first year after issuance.

(4) Calculated as 30,418,385 common shares held, directly and indirectly, by Anthony J. Cohen prior to the Offering out of a total of 148,091,655 issued and outstanding shares of the Issuer prior to the Transaction.

- (5) Calculated as 32,168,385 common shares held, directly and indirectly, by Anthony J. Cohen prior to the Transaction out of a total of 158,936,655 issue and outstanding Common Shares on a partly diluted basis prior to the Offering, comprised of (i) 148,091,655 Common Shares outstanding prior to the Transaction, (ii) 4,845,000 Common Shares that may be issued on exercise of stock options to acquire common shares of the Issuer, and (iii) 6,000,000 Common Shares that may be issued on conversion of all the convertible debentures of the Issuer in their first year after issuance.
- (6) Based on the same numbers as in footnote (2) above but including 16,615,800 Common Shares issuable pursuant to the Transactions.
- (7) Based on the same numbers as in footnote (3) above but including 16,615,800 Common Shares issuable pursuant to the Transactions.
- (8) Calculated as 47,034,185 Common Shares held, directly and indirectly, by Anthony J. Cohen following completion of the Transaction out of a total of 164,707,455 Common Shares outstanding following completion of the Transaction, comprised of (i) 148,091,655 issued and outstanding Common Shares prior to the Transaction, and (ii) 16,615,800 Common Shares issuable pursuant to the Transaction.
- (9) Calculated as 48,784,185 Common Shares held, directly and indirectly by Anthony J. Cohen following completion of the Transaction (assuming exercise of all outstanding options to acquire Common Shares held by Anthony J. Cohen and conversion of all outstanding convertible debentures held by Anthony J. Cohen in their first year after issuance) out of a total of 175,552,455 issued and outstanding Shares on a partly diluted basis following completion of the Transaction, comprised of (i) 164,707,455 Common Shares outstanding following completion of the Transaction, (ii) 4,845,000 Common Shares that may be issued on exercise of stock options to acquire Common Shares, and (iii) 6,000,000 Common Shares that may be issued on conversion of all the convertible debentures of the Issuer in their first year after issuance

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

Mr. Cohen abstained on the resolution of the board of directors approving the Transactions. A special committee was not established in connection with approval of the Transactions, and no materially contrary view or abstention was expressed or made by any director.

(f) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) *disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

(i) *that has been made in the 24 months before the date of the material change report:*

Not applicable.

(ii) *the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

(h) *the general nature and material terms of any agreement into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

The Issuer entered into debt settlement agreements with each of Anthony J. Cohen, CEYX, and Gulf pursuant to which:

- 194,600 Common Shares were issued to Anthony J. Cohen in settlement of \$9,730 owing by the Issuer to Mr. Cohen;
- 14,794,000 Common Shares were issued to CEYX in settlement of \$739,700 owing by the Issuer to CEYX; and
- 1,627,200 Common Shares were issued to Gulf in settlement of \$81,360 owing by the Issuer to Gulf.

(i) *disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:*

The Issuer relied on the exemptions in Sections 5.5(a) and 5.7(e) of MI 61-101. At the time of the above transactions, no securities of the Issuer were listed or quoted on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc. Furthermore, at the time of the above transactions, (i) the Issuer was insolvent or in serious financial difficulty, (ii) the above transactions were designed to improve the financial position of the Issuer, (iii) the above transactions were not subject to court approval, or a court order that such transactions be effected, under

bankruptcy or insolvency law or section 191 of the *Canada Business Corporations Act* (or any successor to that section or equivalent legislation of jurisdiction), (iv) the Issuer has one or more independent directors in respect of the above transactions, and (v) the Issuer's board of directors, acting in good faith, determined, and at least two-thirds of the Issuer's independent directors, acting in good faith, determined that (I) items (i) and (ii) above are applicable, and (ii) the terms of the above transactions are reasonable in the circumstances of the Issuer.

Item 6 Reliance of subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No significant facts have been omitted from this report.

Item 8 Executive Officer

Anthony J. Cohen
President and CEO
Plato Gold Corp.
Telephone: 416-968-0608

Item 9 Date of Report

October 16, 2017.



For Immediate Release

Plato Gold Announces Completion of Shares for Debt

Toronto, October 16, 2017 – Plato Gold Corp. (TSX-V: **PGC**) (“**Plato**” or the “**Company**”), an exploration company with a portfolio of properties in Northern Ontario and Santa Cruz, Argentina is pleased to announce that further to its October 11, 2017 news release, the TSX Venture exchange has accepted its proposal to settle \$830,790 in outstanding debt to various creditors by issuing 16,615,800 common shares valued at \$0.05 per share (the “**Transactions**”). The debt has now been extinguished and the issued shares will be subject to a four month hold period from the settlement date.

The Transactions were undertaken by Plato in order to conserve capital and improve the Plato’s balance sheet while global financial markets remain turbulent and financing junior exploration companies remains difficult.

The Transactions occurred as between Plato and several insiders of Plato. Consequently, the Transactions constituted “related party transactions” within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). Plato is relying on the exemptions contained in sections 5.5(b) and section 5.7(g) of MI 61-101. Plato’s common shares are only traded on the facilities of the TSX Venture Exchange. Furthermore, Plato’s board of directors have unanimously determined (with Anthony J. Cohen abstaining) that Plato is in financial hardship, the debt settlement transactions are designed to improve the financial position of Plato, and the terms of such transactions are reasonable in the circumstances of Plato.

For full details, please visit us at www.platogold.com.

About Plato Gold Corp.

Plato Gold Corp. is a Canadian exploration company listed on the TSX Venture Exchange with projects in Marathon Ontario, Timmins Ontario and Santa Cruz, Argentina.

The Good Hope Niobium Project consists of a total of 19 claims, 263 claim units and 4,208 hectares in Killlala Lake Area and Cairngorm Lake Area Townships, near Marathon Ontario. In May 2017, Plato signed an option agreement with Rudy Wahl and co-owners to acquire 100% interest in the Good Hope Property. A drill program is planned for 2017.

The Timmins Ontario project includes 4 properties: Guibord, Harker, Holloway and Marriott in the Harker/Holloway gold camp located east of Timmins, Ontario. The Holloway and Marriott properties are under option with Kirkland Lake Gold Inc.. Plato holds 50% interest in the Guibord property with the remaining 50% held by Osisko Mining Inc. (“Osisko”). Osisko also holds 80% interest in the Harker property with Plato holding the remaining 20%.

In Argentina, Plato owns a 75% interest in Winnipeg Minerals S.A. (“WMSA”), an Argentina incorporated company. The Lolita Property, held by WMSA, is comprised of a number of contiguous mineral rights totaling 9,672 hectares. Work has advanced on this exploration property to the point that it is drill-ready or ready to be optioned to a partner.

For additional company information, please visit: www.platogold.com.

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OF THIS RELEASE.

For further information, please contact:

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Forward Looking Statements

This news release contains “forward-looking statements”, within the meaning of applicable securities laws. These statements include, but are not limited to, statements regarding the potential mineralization and resources, exploration results, and future plans and objectives. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, use of proceeds, level of activity, performance or achievements of Plato to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: risks related to exploration; actual resource viability, and other risks of the mining industry. Although management of Plato has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, 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. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.