

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

Item 1 Name and Address of Company

Plato Gold Corp. (the “**Issuer**”)
1240 Bay Street, Suite 800
Toronto, Ontario M5R 2A7

Item 2 Date of Material Change

November 21, 2018.

Item 3 News Release

The press release attached as Schedule A was released over GlobeNewswire on November 21, 2018.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule A.

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule A.

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

November 21, 2018.

Schedule A



For Immediate Release

Plato Gold Reports on Third Quarter Results And Writes Off Accrued Liabilities

Toronto, November 21, 2018 – 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 report the nine and three months financial results for fiscal 2018 and 2017, as summarized below:

	<u>Nine Months Ended</u> (Unaudited)		<u>Three Months Ended</u> (Unaudited)	
	Sept. 30, 2018	Sept. 30, 2017	Sept. 30, 2018	Sept. 30, 2017
Income	\$ 2,675	\$ 2,015	\$ 970	\$ 730
Net loss and comprehensive loss	\$ (383,900)	\$ (198,920)	\$ (125,977)	\$ (66,682)
Loss per common share - basic and diluted	\$ -	\$ -	\$ -	\$ -
Weighted average number of common shares outstanding - basic and diluted	197,433,061	143,591,655	197,433,061	143,591,655

At the meeting of the board of directors, the current directors and the President & CEO, agreed to write off the accrued liabilities for past directors’ fees from 2008 to 2018 and the accrued liabilities for the President & CEO’s past salary from 2015 to 2018, totaling \$685,753.74. This eliminates the amount from the Company’s accrued liabilities, in exchange for \$4,662.50 representing the equivalent of \$100 per year for each director and for the President & CEO, for past services rendered. The board of directors also set the directors fees at \$100 per year and the salary of the President & CEO at \$100 per year starting January 1, 2019.

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 Killala 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.

The Timmins Ontario project includes 4 properties: Guibord, Harker, Holloway and Marriott in the Harker/Holloway gold camp located east of Timmins, Ontario. 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.