

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

1. Name and Address of Company

Gold Finder Explorations Ltd. (“GFN”)
210-347 Leon Avenue
Kelowna, British Columbia, V1Y 8C7

2. Date of Material Change

December 11, 2017.

3. News Release

A news release with respect to the material change referred to in this report was issued and filed on SEDAR on December 12, 2017.

4. Summary of Material Change

On December 11, 2017, GFN completed a brokered private placement of 11,000,000 subscription receipts (each a “**Subscription Receipt**”) at a price of \$0.50 per Subscription Receipt for total gross proceeds of \$5.5 million.

5. Full Description of Material Change

Refer to press release attached hereto as Schedule A.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information please contact:

Neil Linder
President & Chief Executive Officer
p: (604) 644-2992

9. Date of Report

December 18, 2017.

SCHEDULE A

GOLD FINDER CLOSSES \$5.5 MILLION SUBSCRIPTION RECEIPTS PRIVATE PLACEMENT IN CONNECTION WITH THE PROPOSED ACQUISITION OF VENZEE

December 12, 2017 – Vancouver, British Columbia – Gold Finder Explorations Ltd. (TSXV: GFN.H) (“**GFN**”) is pleased to announce that it has closed a brokered private placement of subscription receipts (each a “**Subscription Receipt**”) at a price of CAD\$0.50 per Subscription Receipt for total gross proceeds of \$5.5 million (the “**Subscription Receipts Private Placement**”). The Subscription Receipts Private Placement was completed in connection with the previously announced proposed acquisition by GFN of all of the shares of Venzee Inc. (“**Venzee**”) pursuant to a reverse takeover (the “**Transaction**”). PI Financial Corp. (the “**Lead Agent**”) acted as sole-lead agent for GFN in connection with the Subscription Receipts Private Placement pursuant to an agency agreement between the Lead Agent, GFN and Venzee (the “**Agency Agreement**”).

In addition to the Subscription Receipts Private Placement, GFN will be undertaking, in connection with the Transaction and pursuant to the Agency Agreement, a brokered private placement of up to CAD\$2.0 million of common shares of GFN (each a “**GFN Common Share**”) in British Columbia and Alberta, and such other jurisdictions as may be agreed to by GFN and the Lead Agent (with the exception of Ontario), at a price of CAD\$0.50 per GFN Common Share (post GFN Consolidation, as defined below) pursuant to a short form offering document in accordance with Policy 4.6 of the TSX Venture Exchange (the “**SFOD Private Placement**”).

Upon completion of the Transaction, GFN will have 100% ownership of the business and assets of Venzee, following which it is anticipated that GFN will be listed on the TSX Venture Exchange (“**TSXV**”) as a Tier 2 Technology Issuer. Prior to the closing of the Transaction, the outstanding GFN Common Shares will be consolidated on the basis of one (1) new GFN Common Share for every two (2) existing GFN Common Shares (the “**GFN Consolidation**”).

The Transaction is scheduled to close on or about December 21, 2017. A copy of the filing statement of GFN dated December 12, 2017 prepared in connection with the Transaction has been filed and will be available under GFN’s profile on SEDAR at www.sedar.com. Additional information on the Transaction is available in the filing statement.

Subscription Receipts Private Placement

In connection with the Transaction, GFN has closed on December 11, 2017 the Subscription Receipts Private Placement. An aggregate of 11,000,000 Subscription Receipts were issued under the Subscription Receipts Private Placement at a price of CAD\$0.50 per Subscription Receipt, for total gross proceeds of \$5.5 million.

Each Subscription Receipt entitles the holder thereof to receive, immediately after closing of the Transaction, for no additional consideration, one unit of GFN (each a “**Unit**”), each Unit consisting of one GFN Common Share (post GFN Consolidation) and one half of one GFN Common Share purchase warrant (each whole warrant, a “**Warrant**”) where each Warrant will be exercisable at any time for 24 months (subject to an acceleration clause) following the closing date of the Transaction at a price of CAD\$0.75 per Warrant to acquire one GFN Common Share (post GFN Consolidation). The Subscription Receipts and all underlying securities are subject to a 4 month statutory hold period in accordance with applicable securities laws.

The gross proceeds of the Subscription Receipts Private Placement are being held in escrow and will be released to GFN upon the satisfaction of certain escrow release conditions, which includes the completion

of the Transaction. As consideration for the services rendered by the Lead Agent in connection with the Subscription Receipts Private Placement, GFN has agreed to pay the Lead Agent a cash commission equal to 7% of the gross proceeds raised from the sale of Subscription Receipts (the “**Commission**”) and warrants representing 7% of the number of Subscription Receipts issued under the Subscription Receipts Private Placement (each a “**Broker Warrant**”), representing an aggregate of 770,000 Broker Warrants. Pursuant to the Agency Agreement, 50% of the Commission was payable on closing of the Subscription Receipts Private Placement and the remaining 50% of the Commission shall become payable out of the funds being held in escrow upon satisfaction of the escrow release conditions. Each whole Broker Warrant will be delivered at closing of the Transaction and exercisable at any time for 24 months (subject to an acceleration clause) following the closing date of the Transaction at a price of CAD\$0.75 per Broker Warrant to acquire one GFN Common Share (post GFN Consolidation).

The closing of the Subscription Receipts Private Placement is a significant step towards the completion of the Transaction. It is intended that, upon completion of the Transaction, the net proceeds of the Subscription Receipts Private Placement will be used by the resulting issuer to support its growth and realize the value from Venzee’s business.

Transaction Updates

The completion of the Transaction is subject to a number of conditions, including but not limited to: (i) the implementation of the GFN Consolidation, (ii) satisfactory pooling arrangements restricting the trading of GFN Common Shares issued to holders of Venzee common shares in connection with the Transaction, (iii) holders of Venzee common shares approving the Transaction, (iv) GFN shall have a sufficient cash balance determined in accordance with the Merger Agreement, and (v) the approval of the TSXV.

The Transaction will be implemented pursuant to an agreement and plan of merger dated November 6, 2017 between GFN, a newly created wholly-owned subsidiary of GFN and Venzee (the “**Merger Agreement**”). A copy of the Merger Agreement is available under GFN’s SEDAR profile at www.sedar.com. The foregoing is a summary of certain material provisions of the Transaction and the Merger Agreement and is not comprehensive but is qualified in its entirety by reference to the complete text of the Merger Agreement.

Since November 7, 2017, being the date of the latest press release of GFN relating to the Transaction, certain changes were made to the proposed composition of the management team and board of directors of GFN following the completion of the Transaction. The following are brief profiles of the proposed members of management and directors of GFN following the completion of the Transaction.

Katharine (Kate) Hiscox, President

Katharine (Kate) Hiscox is currently the President, Chief Executive Officer and a director of Venzee. Following the closing of the Transaction, she will be the President of the resulting issuer. Kate is a software developer who has worked in e-commerce and supply chain management for over 18 years. A serial entrepreneur, she launched her first startup in 2004, Lunawarehouse.com, which was acquired within a year of launch. Venzee is Kate’s sixth startup. Kate first encountered the inefficiency and cost that spreadsheets represent in the retail industry while building and operating two online stores. This experience led to the concept for Venzee which was quickly validated by vendors, retailers and investors. Kate’s strengths include product validation and strategy, raising investment, problem solving, blockchain, semantic and sentiment analysis, algorithmic processes, machine learning, e-commerce and business development. Before co-founding Venzee in 2014, Kate was co-founder and Chief Executive Officer of ClarkBetty LLC, an e-commerce store operating in the mail order furniture and furnishing industry, from 2012 to 2014.

Peter MacKay, Chief Executive Officer

Peter MacKay is the Chief Operating Officer of Venzee and, following the closing of the Transaction, will be the Chief Executive Officer of the resulting issuer. He is an experienced executive with an entrepreneurial mindset and a proven track record of building and growing successful technology businesses, spanning 20 years and including two successful exits plus a public listing. He founded Expert Agent in 2003, the leading real estate SaaS solution in the United Kingdom with more than 14,000 realtors and almost 9 million home buyers as clients. Peter has a proven track record of effective team building and business execution. Prior to joining Venzee in June of 2017, Peter was from 2003 to 2012 Managing Director at Websky Ltd. (Expert Agent), and from 2014 to 2015 Chief Operating Officer at PDT Technologies Inc., a global, full-service product design and development firm which is now called Kabuni Ltd. and is traded on the Australian Stock Exchange.

Joshua Lebovic, Chief Financial Officer and Secretary

Joshua Lebovic joined Venzee in July of 2017 as its Chief Financial Officer. Prior to Venzee, Joshua held the position of Controller of foreign operations for more than five years at The Stars Group (formerly Amaya Inc.), a TSX/NASDAQ listed entity in the gaming industry, where he specialized in financial reporting, budgeting, and business analysis. Joshua holds a Bachelor of Commerce degree from McGill University and a Diploma in Chartered Accountancy from Concordia University.

Marco Sylvestre, Director and Chief Technology Officer

Marco Sylvestre is the Chief Technology Officer and a director of Venzee. Marco is a certified Scrum Master. Scrum is a methodology that allows a team to self-organize and make changes quickly, in accordance with Agile principles. Agile project management is an iterative approach to planning and guiding project processes. Prior to joining Venzee in 2014, he specialized in converting methodology for large development teams at Fortune 100 companies, from Waterfall, to Agile, including from 2012 to 2014, as a management consultant at Pyxis Technologies. His prior experience also includes six years at Ubisoft in leadership positions that encompassed development and quality assurance. Marco Sylvestre has a degree in Management of Information Technology from HEC Montreal.

Brian Budd, Independent Director

Brian Budd has served as a director of a number of public company boards and is a current director of Graphite One Resources Inc. (TSXV: GPH) and Siyata Mobile Inc. (TSXV: SIM). He is managing director of Live Well Exercise Clinic since September 2017, was Director and President of North Country Gold Corp. from February 2014 to May 2015 (formerly listed on the TSXV until its acquisition by in September 2015) and Director and Chief Executive Officer of Altiplano Minerals Ltd. (TSXV: APN) until July 2014. He has extensive management and corporate development background with several years of entrepreneurial and sales leadership experience in the high tech and resource industries. Mr. Budd served as a director of sales for the Canadian division of a multi-billion dollar software company from 2000 to 2009, assisting in the areas of penetrating new markets, hiring/developing sales teams, implementing sales techniques/strategies and building pipeline.

Michael (Myke) Clark, Independent Director

Myke Clark brings 18 years of media, public affairs and marketing experience with a variety of public and private companies. He has held senior public affairs, branding and strategic communications roles in the natural resource and project development industry. Formerly SVP Business Development for Finavera Wind Energy (now known as Solar Alliance Energy Inc.), Myke also spent more than 10 years as a journalist with the Canadian Broadcasting Corporation and other news organizations. Myke is also a director of Solar Alliance Energy Inc., an issuer listed on the TSXV. He has been Senior Manager,

Strategic Communications and Public Affairs, Hunter Dickinson, Inc. since 2013 and was prior to that Vice-President of Corporate Development for Solar Alliance Energy Inc.

Dan Jeffries, Independent Director

Dan Jeffries is currently Director - Distribution Operations Canada at Coca-Cola Refreshments. Dan has worked across many functions within Coca-Cola Canada, and most recently he has led Distribution & Fleet for all Distribution Centers across the country. Prior to this role he was the V.P. of Operations for Western Canada overseeing the Warehouse, Distribution and Fleet teams. Before moving to the logistics side of the business Dan had many years in Sales & General Management including leading the Lower Mainland team for five years.

Trading Halt

Trading in the GFN Common Shares was halted following the entering into of the letter of intent in respect of the Transaction on September 19, 2017. Trading will remain halted pending further filings with the TSXV in respect of the Transaction.

FOR FURTHER INQUIRIES, CONTACT: Neil Linder, President and CEO (604) 644-2992

FOR INVESTOR RELATIONS, CONTACT: Arlen Hansen, Kin Communications, 1-866-684-6730

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

Completion of the Transaction is subject to a number of conditions, including but not limited to, the satisfaction or waiver of the closing conditions in the Merger Agreement generally, the completion of the SFOD Private Placement, receipt of all required shareholder, regulatory and third party consents and approvals including TSXV approval, and satisfaction of other customary closing conditions. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of GFN should be considered highly speculative. The TSXV has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.

This press release contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the timing and implementation of the Transaction and the proposed GFN Private Placement. Generally, forward looking information 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 information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of GFN to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; and regulatory risks. Although GFN has attempted to identify important factors that could cause actual results to differ materially from those contained in 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 information 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 information. GFN does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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