

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Aya Gold & Silver Inc. (the "Company")
1320 Boulevard Graham
Bureau 132
Mont-Royal, Québec
H3P 3C8

2. Date of Material Change

August 18, 2020

3. News Release

A news release pertaining to the material change being the subject of the present report was issued through Globe Newswire on August 18, 2020 and subsequently filed on SEDAR. A copy of the news release is attached hereto as Schedule "A".

4. Summary of Material Change

On August 18, 2020, the Company announced that it had entered into an agreement with Desjardins Capital Markets, to act as lead underwriter (the "Lead Underwriter") of a syndicate of underwriters (collectively with the Lead Underwriter, the "Underwriters"), whereby the Underwriters have agreed to purchase 9,524,000 units of the Company (the "Units") to be priced at C\$2.10 per Unit for gross proceeds to the Company of approximately C\$20,000,400 (the "Offering").

5. Full Description of Material Change

On August 18, 2020, the Company announced the Offering. Under the Offering, each Unit will consist of one common share in the Company (each a "Common Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant shall be exercisable for one Common Share at an exercise price of C\$3.30 for a period of 36 months following the Closing Date (as defined below).

The Underwriters will have the option, exercisable at any time prior to 48 hours before the Closing Date (as hereinafter defined), to acquire up to an additional 15% of the number of Units purchased under the Offering.

The net proceeds from the Offering will be used by the Company for the continued optimization of the Zgounder Mine, exploration drilling and for general corporate purposes.

The Offering is scheduled to close on or about September 3, 2020 (the "Closing Date") and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals of the Toronto Stock Exchange ("TSX"). The securities to be issued under this Offering will be offered by way of private placement exemptions in all the provinces of Canada. The Units may also be sold in the United States pursuant to an exemption from the registration requirements of the U.S. Securities Act of 1933, as amended, and in such other jurisdictions as may be permitted such that such sales are completed in manner so as to not require filing of a prospectus, registration statement, offering memorandum or similar document nor give rise to any disclosure obligations or submission to the jurisdiction of such jurisdictions on the part of the Company.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of, nor a solicitation for offers to buy, any securities in the United States. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the issuer and its management, as well as financial statements.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

For further information, please contact Benoit La Salle, President and Chief Executive Officer of the Company at (514) 951-4411.

9. Date of Report

August 28, 2020

Aya Gold & Silver Inc. Announces C\$20,000,400 Underwritten Private Placement Offering

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT AUTHORIZED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.

Montreal, Quebec, August 18, 2020 – Aya Gold & Silver Inc. ("Aya" or "Company") is pleased to announce that it has entered into an agreement with Desjardins Capital Markets, to act as lead underwriter (the "Lead Underwriter") of a syndicate of underwriters (collectively with the Lead Underwriter, the "Underwriters"), whereby the Underwriters have agreed to purchase 9,524,000 units of the Company (the "Units") to be priced at C\$2.10 per Unit for gross proceeds to the Company of approximately C\$20,000,400 (the "Offering"). Each Unit will consist of one common share in the Company (each a "Common Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant shall be exercisable for one Common Share at an exercise price of C\$3.30 for a period of 36 months following the Closing Date (as defined below).

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About Aya Gold & Silver Inc.

Aya Gold & Silver Inc. is a publicly traded Canadian company focused on the operation, exploration, acquisition and development of silver and gold deposits. Aya is currently operating mining and milling facilities at its Zgounder Silver Mine, an 85%-15% joint venture between its subsidiary, ZMSM, and the Office National des Hydrocarbures et des Mines ("**ONHYM**") of the Kingdom of Morocco.

Its mining portfolio also includes the Boumadine polymetallic deposit located in the Anti-Atlas Mountains of Eastern Morocco which is also a joint venture with ONHYM wherein Aya retains an 85% ownership. Additionally, the Corporation's portfolio includes the Amizmiz and Azegour properties, both being 100% owned, with gold, tungsten, molybdenum and copper occurrences covering over 100 square kilometres in a historical mining district of Morocco.

For additional information, please visit Aya's website at www.ayagoldsilver.com.

Or contact:

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Forward-Looking Statements

This press release contains "forward-looking information" within the meaning of Canadian securities legislation. All information contained herein that is not clearly historical in nature may constitute forward-looking information. Generally, such forward-looking information can be identified by the use of forward-looking terminology such as "will", "continue", "provide", "present", "reasonable", "established", "has", "demonstrate", "potential", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would" or "might". Forward-looking information includes statements regarding the Corporation's ability to complete the Offering on the terms announced and to fulfill all conditions precedent, including obtaining TSX approval, and the use of proceeds of the Offering. 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 the Corporation to be materially different from those expressed or implied by such forward-looking information, including but not limited to: (i) volatile stock price; (ii) the general global markets and economic conditions; (iii) the possibility of write-downs and

impairments; (iv) the risk associated with exploration, development and operations of mineral deposits including the accuracy of the current mineral reserve and mineral resource estimates of the Corporation (including, but not limited to, ore tonnage and ore grade estimates) and mine plans for the Corporation's mining operations (including, but not limited to, throughput and recoveries being affected by metallurgical characteristics); (v) the risk associated with establishing title to mineral properties and assets including permitting, development, operations and production from the Corporation's operations being consistent with expectations and projections; (vi) fluctuations in commodity prices and other risks and factors described or referred to in the section entitled "Risk Factors" in the MD&A of the Corporation and which is available at www.sedar.com, all of which should be reviewed in conjunction with the information found in this news release

Although the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in the 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 forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Such forward-looking information has been provided for the purpose of assisting investors in understanding the Corporation's business, operations and exploration plans and may not be appropriate for other purposes. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking information is given as of the date of this press release, and the Corporation does not undertake to update such forward-looking information except in accordance with applicable securities laws.