

Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

ETHOS GOLD CORP.
Suite 800-789 West Pender Street
Vancouver, British Columbia V6C 1H2

(the "Company")

Item 2 Date of Material Change

April 20, 2016

Item 3 News Release

The news release was disseminated on April 20, 2016 by Marketwired.

Item 4 Summary of Material Change

The Company Announced the Appointment of New Senior Officer and Board Member, Appointment of a New Advisor and a Proposed \$654,000 Financing.

Item 5 Full Description of Material Change

The Company announced that Craig Roberts, P.Eng. has agreed to join the Board of Directors of the Company and to accept an appointment as Vice President of Corporate Development. Mr. Roberts' appointment will be made effective upon the closing of the proposed financing as outlined below. Mr. Roberts is a mining engineer with over 30 years of operations, consulting, and investment banking experience. This includes work on feasibility studies for numerous mining projects worldwide, investment banking/due diligence roles in over 200 institutional mining equity financings, and significant experience advising management and boards on both friendly and hostile transactions. Mr. Roberts' appointment is subject to TSX Venture Exchange acceptance.

The Company also announced that John Robins has joined the Company as an Advisor. Mr. Robins is a professional geologist with over 30 years' experience in the mining industry. His career has focused on mineral exploration and project development. In 2008 he received the Spud Huestis award for having made "a significant contribution to enhance the mineral resources of British Columbia and the Yukon". Mr. Robins is the cofounder of Hunter Exploration, Stornaway Diamond Corporation, Kivalliq Energy Corporation, North Country Gold Corp. and Kaminak Gold Corporation. Mr. Robins was also involved in the successful sale/merger of several public companies including Grayd Resources Corporation (Agnico Eagle), Troon Resources (Grenville Strategic Royalty), Arauco Minerals (Kinross), Creston Moly Corporation (Mercator) and Northair Silver (Kootenay Silver). Mr Robins is currently the Executive Chairman of Kaminak Gold Corporation and also a director of Kivalliq Energy Corporation, Northern Empire Resources Corp. and West Melville Minerals Inc.

The Company also announced that it proposes to undertake a non-brokered private placement of up to 3,847,058 units ("Units") at a price of \$0.17 per unit for gross proceeds of up to \$654,000. Each Unit will consist of one common share and one share purchase warrant exercisable for a term of two (2) years (the "Warrants"). Each Warrant will entitle the holder thereof to purchase one additional common share of Ethos at an exercise price of \$0.30 per common share during the term of the Warrants.

The private placement is being undertaken primarily to incentivize new and incoming directors and management to generate long-term success for the Company, as well as to fund due diligence and consultant costs associated with an accelerated plan of mineral project assessment and acquisition.

All securities issued in connection with the private placement will be subject to a hold period expiring four months and one day following the closing date. Closing of the private placement is subject to the receipt of all necessary regulatory approvals including that of the TSX Venture Exchange.

No finders fees are payable in respect of the private placement.

5.2 Disclosure for Restructuring Transactions

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

Gary Freeman, President & Chief Executive Officer

Business Telephone: (604) 682-4750

Facsimile: (604) 669-0384

Item 9 Date of Report

April 20, 2016