

FORM 51-102F3

Material Change Report

Item 1: Name and Address of Company

BROADWAY GOLD MINING LTD.
(formerly CAROLINA CAPITAL CORP.)
Suite 507 – 595 Howe Street
Vancouver, B.C. V6C 2T5

Item 2: Date of Material Change

October 14, 2016

Item 3: News Release

October 17, 2016

Item 4: Summary of Material Change

The Company announces:

- i) the closing of the Madison Gold and Copper Mine acquisition;
- ii) the change of the Company's name to "Broadway Gold Mining Ltd."; and
- iii) completion of a non-brokered private placement of 16,500,000 Units for gross proceeds of CDN\$990,000.

Item 5: Full Description of Material Change

See attached news release.

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

N/A.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Stephen Hanson
CEO, President & Director
Tel: (604) 671-6982

Item 9: Date of Report

October 17, 2016

CAROLINA CAPITAL CORP.

Suite 507
595 Howe Street
Vancouver, B.C. V6C 2T5

October 17, 2016

Trading Symbol: TSXV:CQC

Carolina Capital Closes Acquisition of the Madison Gold and Copper Mine

Announces TSX-V Approval of Name Change to Broadway Gold Mining Ltd.

Vancouver, BC – October 17, 2016 – Carolina Capital Corp. (CQC-TSX:V) (“Carolina”) is pleased to announce the closing of the acquisition of a 100% interest, subject to underlying royalties, in the Madison Gold and Copper Mine (“Madison Mine”) located in southwestern Montana from Coronado Resources Ltd. (“Coronado”).

Carolina has received TSX Venture Exchange approval for the Company to change its name to Broadway Gold Mining Ltd. (the “Company”). The Company is expected to commence trading on the TSX Venture Exchange at the opening of the market on Tuesday October 18th, under the new symbol “BRD.”

Project Highlights

The Madison Mine is located in the historic Silver Star Mining District, 38 kilometres southeast of Butte, Montana, the location of the world renowned Butte copper mine. The Madison Mine consists of 6 Federal Patented Lode Claims, 34 Federal Unpatented Lode Claims and 1 Federal Unpatented Placer Claim totaling over 450 acres, in addition to a 192 acre ranch, together with permits, rights, interests, mining equipment, buildings and fixtures and an exploration database that includes 101 drill holes, multi-element and gold assays from rock-chip sampling and bulk sampling, and detailed geologic mapping.

The mining project also hosts the historic Broadway Gold Mine where production from the 1880s to the 1950s yielded an estimated 450,000 tons averaging 0.32 opt gold from 6,000 feet of underground workings to a vertical depth of 750 feet. This mine remains unexplored.

Coronado financial statements document total direct expenditures of over C\$9,900,000 and US\$2,000,000 on the Madison Gold Mine Project since 2005.

Gold and copper shipments 2008 to 2012

Coronado completed drill programs and bulk sampling between 2005 and 2012 stockpiling oxide gold and massive sulphide gold and copper mineralization for subsequent mill shipment. A crushing plant, certified weigh scale and sufficient power exist on the current property. Coronado shipped its first oxide gold, averaging 0.694 opt Au, to Barrick Gold Corp.’s Golden Sunlight Mine at nearby Whitehall, Montana in 2008. The first sulphide gold, averaging 0.71 opt Au, was shipped to Kinross Gold Corp.’s Republic Mine in Republic, Washington in 2009. Based on data from 12 shipments, the gold recovery had an overall average of 83%.

Historically, about 20,000 tons was shipped as bulk samples during underground development and trial mining. Coronado did not calculate a mineral resource or reserve estimate.

Coronado surface and underground drilling confirmed the existence of the high-grade gold and copper zones prior to bulk testing. Highlighted intercepts include:

Drill Hole	Intercept (feet)	Grade (oz/ton Au)	Intercept (metres)	Grade (gm/tonne Au)
C05-02	56.5	0.342	17.22	10.6
C05-06	48.3	0.353	14.72	11.0
C06-8	17	0.682	5.18	21.2
C06-10	29.8	0.333	9.08	10.4
C06-11	14.4	0.423	4.39	13.2
C06-13	40	0.315	12.19	9.8
09-U3	41.5	0.639	12.65	19.9
09-U4	25	0.588	7.62	18.3
10-U1	35.4	0.779	10.79	24.2
10-U2	74	0.743	22.56	23.1

Drill Hole	Intercept	Copper %	Intercept
C05-06	27.79	40.03	8.47
C06-8	19.4	10.57	5.91
C06-14	12	10.25	3.66

The drill intercepts were summarized by Carolina from the Coronado drill hole database. These historic drill intersection highlights are down hole lengths not true width lengths. True width conversions were not included in the Coronado drill hole database. Carolina management believes the majority of these drill intersections were subsequently bulk sampled by Coronado.

The Coronado workings remain open and all permits from the bulk sampling programs remain in good standing. The Madison Mine's Small Miners Exclusion Statement (SMES) allows for maximum surface disturbance of 5 acres, but with no upper limit on the amount of bulk sampling per year.

Permits are in place from the Montana Department of Environmental Quality (DEQ) which include water discharge permit MTX000205 to dewater the Madison Mine workings and storm water discharge permit MTR300246 to properly collect runoff from the surface mine workings. These permits are going through a process of transfer to the Company, and in some cases need re-application by the Company.

The property presents an exciting opportunity, as the area has never been fully exploited or explored, and the Company has identified a series of existing gold and copper zones that remain open for expansion.

There are two underexplored areas that the Company plans to exploit. The first is a number of copper and gold drill intersections to the west of the recent Coronado workings that have yet to be followed up or expanded. The second is the porphyry copper potential of the property indicated by several copper intercepts within the quartz monzonite of the Radar Creek pluton.

Transaction Highlights

The Company acquired a 100% right, title and interest in the 192 acre ranch, all patented and unpatented claims, buildings, mining equipment and fixtures in the Madison Mine, as follows:

	Cash Payments	Common Shares
Upon Closing	\$250,000CDN	-
First Anniversary	-	500,000 shares
Second Anniversary	-	500,000 shares
Commercial Production	\$100,000CDN	

Financing

Concurrently with completion of the transaction, the Company has completed a non-brokered private placement (the "Offering") of \$ 16,500,000 Units at a price of \$0.06 per Unit for gross proceeds of \$990,000. Each unit consists of one common share and one non-transferable share purchase warrant, with each whole warrant entitling the holder to acquire one additional common share for a period of three years from the date of issuance for \$0.10 per warrant share.

All securities issued with respect to the Offering are subject to a hold period expiring February 14, 2017. The proceeds of the private placement will be used to pay the balance of costs to complete the acquisition of the Madison Mine and to finance the Company's exploration and development program at the Madison Mine.

Qualified Person

R. Tim Henneberry, P.Geo. and a Qualified Person as defined by NI 43-101 prepared and approved the technical information contained in this release. All geological information provided in this press release, including all information on the Madison Project, has been gathered during the Company's due diligence process and has not been independently verified by management.

About Broadway Gold Mining Ltd.

Broadway Gold Mining Ltd. is focused on the development of world class assets with near term production potential. The Madison Gold and Copper project, near Silver Star Montana provides an exciting opportunity, as the area has never been fully exploited or explored. Broadway has identified a series of existing gold and copper zones that remain open for expansion. www.broadwaymining.com

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