

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Company

Continental Gold Limited
155 Wellington Street West, Suite 2920
Toronto, Ontario M5V 3H1

Item 2 Date of Material Change

November 17, 2014

Item 3 News Release

A news release was disseminated on November 17, 2014 through the facilities of Marketwired and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On November 17, 2014, Continental Gold Limited (the "Company") announced the results of a Preliminary Economic Assessment.

Item 5 Full Description of Material Change

On November 17, 2014, the Company announced the completion of an independent Preliminary Economic Assessment ("PEA") for its Buriticá Project in Antioquia, Colombia. See news release attached as Schedule A for a full description of the material change.

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Ari Sussman, Chief Executive Officer, (416) 583-5610

Item 9 Date of Report

November 21, 2014



Continental Gold Announces a Positive Preliminary Economic Assessment for the Buriticá Project

Toronto, Ontario, November 17, 2014 - Continental Gold Limited (TSX:CNL; OTCQX:CGOOF) ("Continental" or the "Company") is pleased to announce the completion of an independent Preliminary Economic Assessment ("PEA") for its 100%-owned Buriticá Project in Antioquia, Colombia. The PEA was completed utilizing the resource estimate for the Yaraguá and Veta Sur deposits, prepared in accordance with National Instrument 43-101 ("NI 43-101"), as announced on May 13, 2014. The PEA study, the details of which will be set out in a technical report prepared in accordance with NI 43-101 and filed on SEDAR within 45 days of this press release, was led by M3 Engineering and Technology Corporation ("M3") of Tucson, Arizona, with contributions from other independent consultants including Chilean-based NCL Ltda. ("NCL"), who was responsible for the development of the underground mine plan for the project. All dollar amounts are quoted in U.S. Dollars. All cash cost information is net of silver by-product credits.

Highlights

- An 18-year mine life based on 20,055,000 tonnes grading 7.80 g/t gold and 19.35 g/t silver resulting in 4,777,000 ounces of recovered gold and 7,088,000 ounces of recovered silver (see Table 1). Throughput will begin at a rate of 2,000 tonnes per day ("tpd") and will ramp up to 3,500 tpd in the third year (see table below, under "PEA Parameters").
- The first five years of production will average approximately 314,000 ounces of gold and 507,000 ounces of silver annually, at a total cash cost of \$389 per ounce of gold. Life of mine production will average 265,000 ounces of gold and 394,000 ounces of silver annually, at a total cash cost of \$431 per ounce of gold, placing Buriticá in the lowest cash cost quartile globally.
- The after-tax net present value at a 5% discount ("NPV₅") amounts to \$1.08 billion.
- The after-tax internal rate of return ("IRR") is 31.5% on an initial capital cost of \$390.3 million with a payback of 2.8 years.
- Five master vein families contain 76% of the total gold mine production in the first three years. The focus on mining the San Antonio, Murciélagos and Centena vein families in the Yaraguá mineral resource and the 62 and 90 vein families in the Veta Sur mineral resource will result in a straight-forward development in the early years of the mine.
- Longitudinal Bench and Fill (long-hole) has been selected as the mining method, as both vein systems are steeply dipping and the host rock is competent. Drifts will measure 4 x 4 metres and the benches will be 8 metres in height.
- Mining dilution of 58% was calculated under the assumption that all material located outside the hard boundaries of modeled veins is assigned a value of 0 g/t gold and silver. However, based on recent results announced on October 28, 2014 for the Veta Sur deposit, including 30 metres (true horizontal width) @ 9.6 g/t gold and 47 g/t silver, significant potential exists to improve the dilution grade assumption in future economic studies.

The PEA is preliminary in nature, includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

“The results of this PEA outline a future mine at Buriticá that will employ more than 500 people, with the size, cost structure, diluted grade and overall economics qualifying it to become one of the world’s leading gold mines,” commented Ari Sussman, CEO of Continental. “The project design for Buriticá minimizes, as much as possible, the impact on local communities, while adhering to the highest standards for environmental protection, operating efficiencies and workforce safety. Our commitments for 2015 are to complete the outstanding permitting for the project and update both our NI 43-101 resource estimate and PEA, incorporating data received from underground development sampling and drilling completed by January 31, 2015.”

To view the proposed Buriticá Project animation video, please refer to the Company’s website at www.continentalgold.com.

PEA Parameters

Gold Price	\$1,200 per ounce
Total Resource Tonnes to be Mined	20,055,000
Processing Rate (tonnes per day)	2,000 increasing to 3,500 by the third year
Mine Life	18 years
Assumed Dilution	58%
Minimum Mining Width	1.6 metres
Average Mining Width	2.5 metres (Yaraguá) 3.1 metres (Veta Sur)
Gold Grade	7.80 g/t
Silver Grade	19.35 g/t
Gold Recovery Rate	94.98%
Silver Recovery Rate	56.80%
Total Gold Ounces Recovered	4,777,000
Total Silver Ounces Recovered	7,088,000
Initial Project CAPEX	\$390.3 million
Contingency (included within Initial Project CAPEX)	\$61.4 million
Sustaining Capital Costs Life of Mine	\$346.7 million
Mining Costs	\$44.55/tonne
Processing Costs including dry stack tailings	\$37.38/tonne
G&A	\$17.42/tonne
Cut-Off Grade	3.10 g/t gold equivalent
Royalty	3.20%
Corporate Tax Rate	33.3%

Details

Mineral Resource Estimate

This PEA is based on the mineral resource estimate (summarized below), prepared in accordance with NI 43-101, as announced on May 13, 2014 and set out in the technical report entitled “Independent Technical Report and Resource Estimate on the Buriticá Gold Project 2013” (the “Technical Report”) dated June 25, 2014, with an effective date of December 31, 2013, prepared by Andrew J Vigar, BappSc Geo, FAusIMM, MSEG, and Martin Recklies, BappSC Geo, MAIG, each of Mining Associates Pty Limited.

The mineral resource estimate is based on 206,717 metres of drilling and underground sampling.

Combined Yaraguá and Veta Sur Mineral Resources above a 3 g/t gold cut-off, as at December 31, 2013

Resource		Grades				Metal			
Category	M tonnes	Au g/t	Ag g/t	AuEq g/t	Zn%	Au Moz	Ag Moz	AuEq Moz	Zn Mlb
Measured	0.99	20.4	48	21.4	0.7	0.65	1.54	0.68	15.0
Indicated	7.41	9.0	29	9.6	0.5	2.15	6.89	2.29	75.1
M&I	8.39	10.4	31	11.0	0.5	2.80	8.43	2.97	90.1
Inferred	16.7	7.8	24	8.2	0.3	4.2	13.1	4.4	111

Notes: Reported tonnage and grade figures have been rounded from raw estimates to reflect the order of accuracy of the estimate. Minor variations may occur during the addition of rounded numbers. There have been no assumptions made as to metal prices or recoveries in this mineral resource estimate other than in gold equivalents that are calculated for AuEq = Au + Ag/50. M in Figures and Tables represents millions.

Preliminary Economic Assessment

The PEA outlines an after-tax Base Case NPV₅ of \$1.08 billion, with an after tax IRR of 31.5%. Initial capital cost for the project is estimated to be \$390.3 million, with sustaining capital costs for the balance of the life of mine at \$346.7 million. The Base Case payback period has been estimated at 2.8 years, once commercial production has been achieved. Economic sensitivities at various discount rates and assumed metal prices have been calculated as follows:

	Lower Case	Base Case	Upside Case
Gold Grade (grams per tonne)	7.80	7.80	7.80
Silver Grade (grams per tonne)	19.35	19.35	19.35
Gold Price (\$/oz)	\$1,000	\$1,200	\$1,400
Silver Price (\$/oz)	\$15	\$17	\$19
After-Tax NPV ₀ (\$billion)	\$1.35	\$1.96	\$2.58
After-Tax NPV ₅ (\$billion)	\$0.70	\$1.08	\$1.45
After-Tax NPV ₁₀ (\$billion)	\$0.37	\$0.61	\$0.85
After-Tax IRR	24.1%	31.5%	38.1%
Payback Period (years)	3.4	2.8	2.5
Years 1-5 Average Annual Gold Production (oz)	313,600	313,600	313,600
Years 1-5 Average Total Cash Cost (\$/oz)	\$385	\$389	\$393
Life of Mine Average Total Cash Cost (\$/oz)	\$427	\$431	\$436
Years 1-5 Average Annual Cash Flow (\$million)	\$128	\$168	\$207

Mining and Processing

The PEA is based on an underground mining operation using waste backfill, a conventional cyanidation processing facility, dry-stacked filtered tailings and related infrastructure capable of producing at 2,000 tpd at the commencement of production, ramping up to 3,500 tpd by year three.

Mineral resource extraction will utilize the Longitudinal Bench and Fill method of long-hole stoping, with waste being used as backfill. The Higabrá Valley tunnel at the base of the mountain slope was chosen as the main haulage level. The majority of the existing resources in the Yaraguá and Veta Sur deposits are located above the elevation of this tunnel, providing an advantageous gravity scenario for the extraction and de-watering of the resources. The mine will be developed via three primary ramps - two at Yaraguá and one at Veta Sur - and will be used to transport equipment, personnel, materials and mined mineral resources to the Higabrá Valley tunnel. Additional primary development will include six main ventilation raises and several crosscuts connecting the primary ramps. A total of 196,000 metres of primary and secondary development are contemplated over the 18-year mine life, with approximately 21,000 metres required to be completed ahead of commercial production.

Life of mine production is anticipated to total 20.1 million tonnes at an average diluted grade of 7.8 g/t gold and 19.35 g/t silver. Average total cash costs over the 18-year mine life are anticipated to be \$431 per ounce of gold.

Minerals will be processed through a conventional crushing-grinding-gravity-cyanidation circuit with doré sold to a third party smelter. Metallurgical test-work completed to date demonstrates average recovery rates of 94.98% for gold and 56.80% for silver on a blended basis from the Yaraguá and Veta Sur deposits.

Capital Costs

Capital costs for the Buriticá Project were estimated under the assumption that any acquisition costs or expenditures by the Company prior to this PEA are deemed “sunk” costs, and are therefore not included in the analysis. Initial capital costs are summarized as follows:

Capital Costs	\$ million
Underground Development, Infrastructure and Mine Equipment	88.4
Process Plant and Tailings Facility	188.3
General Site Facilities	36.0
Water	1.3
Power	10.0
Access Road	13.5
Subtotal	337.5
Owners Cost and EPCM	52.8
Total (including Contingency of \$61.4 million)	390.3

Sustaining capital costs over the balance of the mine-life totals \$346.7 million, predominantly attributable to continued underground development, costs associated with replacing equipment, and the ramp-up from 2,000 tpd to 3,500 tpd in the third year of commercial production.

Operating Costs

Operating cost estimates were prepared by M3 and NCL in conjunction with the Continental senior management team. Operating costs, before by-product credits, are outlined below:

Operating Costs	\$/tonne
Mining	44.55
Processing	37.38
G&A (including refining and transportation)	17.42
Royalty	9.34
Total Operating Costs	108.69

Preliminary Economic Assessment Contributors

M3 of Tucson, Arizona, under the supervision of Alberto Bennett, P.E. and Laurie Tahija, P.E., designed the PEA for the Buriticá Project. NCL of Santiago, Chile, under the supervision of Carlos Guzman, FAusIMM and RM of the Chilean Mining Commission, developed the underground mine plan. Other independent consultants were utilized for various parts of the PEA.

Technical Information

This press release has been reviewed and approved by Mark Moseley-Williams, BSc, Mining Engineering, President and Chief Operating Officer of the Company and a qualified person within the meaning of NI 43-101.

For additional technical information on the Buriticá Project, please refer to the Technical Report, available on SEDAR at www.sedar.com.

About Continental Gold

Continental Gold Limited is an advanced-stage exploration and development company with an extensive portfolio of 100%-owned gold projects in Colombia. Spearheaded by a team with over 40 years of exploration and mining experience in Colombia, the Company is focused on advancing its high-grade Buriticá gold project to production.

Additional details on the Buriticá project and the rest of Continental's suite of gold exploration properties are available at www.continentalgold.com.

For further information, please contact:

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info@continentalgold.comwww.continentalgold.com**Forward-Looking Statements**

This press release contains or refers to forward-looking information under Canadian securities legislation, including statements regarding the estimation of mineral resources, exploration results, potential mineralization, exploration and mine development plans, results of the PEA and expected filing of the related technical report, and is based on current expectations that involve a number of business risks and uncertainties. Forward-looking statements are subject to significant risks and uncertainties, and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to convert estimated mineral resources to reserves, capital and operating costs varying significantly from estimates, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, political risks, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and the other risks involved in the mineral exploration and development industry. The forward-looking statements contained in this press release are made as of the date hereof and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances other than as required by law.

Differences in Reporting of Resource Estimates

This press release was prepared in accordance with Canadian standards, which differ in some respects from United States standards. In particular, and without limiting the generality of the foregoing, the terms “inferred mineral resources,” “indicated mineral resources,” “measured mineral resources” and “mineral resources” used or referenced in this press release are Canadian mining terms as defined in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects under the guidelines set out in the Canadian Institute of Mining, Metallurgy and Petroleum (the “CIM”) Standards on Mineral Resources and Mineral Reserves (the “CIM Standards”). The CIM Standards differ significantly from standards in the United States. While the terms “mineral resource,” “measured mineral resources,” “indicated mineral resources,” and “inferred mineral resources” are recognized and required by Canadian regulations, they are not defined terms under standards in the United States. “Inferred mineral resources” have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian securities laws, estimates of inferred mineral resources may not form the basis of feasibility or other economic studies. Readers are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be converted into reserves. Readers are also cautioned not to assume that all or any part of an inferred mineral resource exists, or is economically or legally mineable. Disclosure of “contained ounces” in a resource is permitted disclosure under Canadian regulations; however, United States companies are only permitted to report mineralization that does not constitute “reserves” by standards in the United States as in place tonnage and grade without reference to unit measures. Accordingly, information regarding resources contained or referenced in this press release containing descriptions of our mineral deposits may not be comparable to similar information made public by United States companies.

Table 1: LIFE OF MINE PRODUCTION PROFILE

	Resource Mined	Resource Milled	Gold	Silver	Production		Waste
	(kt)	(kt)	(g/t)	(g/t)	Gold (kOz)	Silver (kOz)	(kt)
PP	80		6.05	17.57			964
1	779	708	10.85	25.79	225	324	1,051
2	757	766	10.28	23.16	241	328	1,073
3	1,232	1,246	11.78	29.84	442	664	1,318
4	1,232	1,288	8.03	21.07	329	513	1,441
5	1,235	1,288	8.43	30.58	331	708	1,322
6	1,232	1,235	8.82	32.09	332	723	990
7	1,232	1,235	6.81	12.82	258	295	771
8	1,232	1,235	8.09	13.58	305	306	519
9	1,235	1,235	7.31	16.00	276	361	573
10	1,232	1,235	6.24	15.20	236	343	499
11	1,232	1,218	6.79	18.74	253	416	586
12	1,232	1,235	6.38	17.96	241	406	650
13	1,235	1,235	5.33	13.80	202	313	526
14	1,232	1,235	5.41	14.82	204	334	321
15	1,006	1,009	5.16	13.42	159	248	233
16	1,075	1,079	10.47	14.60	344	287	246
17	999	992	9.38	19.05	284	345	200
18	567	579	6.45	16.47	115	175	114
TOTAL	20,055	20,055	7.80	19.35	4,777	7,088	13,396

Notes: Reported figures have been rounded; minor variations may occur during the addition of rounded numbers. k = thousands