

**FORM 51-102F3  
Material Change Report**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1(2) OR (3) OF  
NATIONAL INSTRUMENT NO. 51-102**

**Item 1.**                    **Reporting Issuer**

**Mistango River Resources Inc.  
4 Al Wende Avenue  
P.O. Box 546  
Kirkland Lake, ON  
P2N 3J5**

**Item 2.**                    **Date of Material Change**

A material change took place on **February 9, 2012**

**Item 3.**                    **Press Release**

On **February 9, 2012**, a news release in respect of the material change was disseminated through Canada Stockwatch, Market News and Stocknetwork, Canadian Disclosure Network.

**Item 4.**                    **Summary of Material Change**

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated herein.

**Item 5.**                    **Full Description of Material Change**

No information other than that provided in Item 4 above is presently available.

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

The report is not being filed on a confidential basis.

**Item 7.**                    **Omitted Information**

No information has been omitted.

**Item 8.**                    **Executive Officer**

Robert J. Kasner, President & CEO

**Item 9.**                    **Date of Report**

DATED at Kirkland Lake, in the Province of Ontario, this **9th** day of **February, 2012**

**“ROBERT J. KASNER”**

Per:     Robert J. Kasner

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President & CEO

## Schedule A

### MISTANGO VP LEAVES

*Kirkland Lake, Ontario, February 09, 2012: Mistango River Resources Inc. (MIS:CNSX)(GLRAF:OTC) announces the termination of David Duranovich 's agreement as Vice President of the Company*

David Duranovich recently appointed VP has left Mistango to take on a position with another firm. We are disappointed that David is leaving but understand his position. The parting is amicable and David will continue to assist Mistango whenever possible.

Mistango is a Canadian based exploration and development company focussing on its Omega Mine project, with other properties in Ontario and Quebec. For additional information about Mistango and its mining properties, please visit Mistango's web site [www.mistangoriverresources.ca](http://www.mistangoriverresources.ca)

*This news release contains certain "forward-looking information". All statements, other than statements of historical fact, that address activities, events or developments that Mistango believes, expects or anticipates will or may occur in the future including, without limitation, statements relating to Mistango's anticipated use of proceeds from the Offering, are forward-looking statements. These forward-looking statements reflect the current expectations or beliefs of Mistango based on information currently available to Mistango. Forward-looking statements are subject to a number of significant risks and uncertainties and other factors that may cause the actual results of Mistango to differ materially from those discussed in the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on Mistango. Factors that would cause actual results or events to differ materially from current expectations include, but are not limited to, Mistango's decision to cancel its exploration program on its Omega gold property.*

*For further information please contact*

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*The CNSX has not reviewed and does not accept responsibility for the adequacy of this release*