

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Mistango River Resources Inc. (the “Company”)
4 Al Wende Avenue
P.O. Box 546
Toronto, ON, P2N 3J5

2. **Date of Material Change**

August 30, 2013.

3. **News Release**

The news release attached hereto as Schedule “A” announcing the material change described herein was released through Marketwired at Toronto, Ontario, on September 3, 2013.

4. **Summary of Material Change**

On September 3, 2013 the Company announced it had entered into a royalty purchase agreement with Premier Royalty Inc., an arm’s length third party, to sell the Company’s 2% net smelter return royalty on Kirkland Lake Gold Inc.’s HM Property, located in Kirkland Lake, Ontario, as more fully described in the Company’s News Release attached hereto as Schedule “A”, which News Release is incorporated herein.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

A summary of the terms and conditions are more fully described in the Company’s News Release attached hereto as Schedule “A”, which News Release is incorporated herein.

5.2 Disclosure for Restructuring Transactions

Not Applicable

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

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report.

Robert J. Kasner,
President and Chief Executive Officer
Telephone: 705-567-5351

9. **Date of Report**

September 4, 2013.



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MISTANGO ENTERS INTO AGREEMENT TO SELL HM CLAIM ROYALTY

For Immediate Release

CNSX: MIS

Kirkland Lake, Ontario: September 3, 2013: Mistango River Resources Inc. (CNSX: MIS) (“Mistango”) announced today that it has entered into a royalty purchase agreement (the “**Agreement**”) with Premier Royalty Inc. (“**Premier**”), an arm’s length third party, to sell Mistango’s 2% net smelter return royalty (the “**Royalty**”) on Kirkland Lake Gold Inc.’s (“**Kirkland**”) HM Property (the “**Property**”), located in Kirkland Lake, Ontario. Pursuant to the Agreement, and subject to its terms and conditions, Mistango will sell the Royalty to Premier in consideration for a cash payment of \$1,250,000 CDN and the issuance to Mistango of 100,000 common shares of Premier (the “**Consideration Shares**”), subject to applicable regulatory approval.

Conditions to closing include conditions typical for a transaction of this type, such as completion of legal due diligence and receipt of regulatory approvals, as well as a condition that registration of the Property in Kirkland’s name be confirmed. Additionally, in the event Premier is acquired by Sandstorm Gold Ltd. (“**Sandstorm**”) prior to closing of the sale of the Royalty, closing is conditional on Sandstorm agreeing to issue common shares of Sandstorm to Mistango in lieu of the Consideration Shares.

Mistango (formerly GLR Resources Inc.) acquired the Royalty in connection with the sale of the Property in 2009 to Queenston Mining Inc. and Kirkland Lake Gold Inc. Closing of the transaction is expected to occur on September 19, 2013.

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 the anticipated completion of the sale of the Royalty and the anticipated receipt of the consideration therefor, 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, the failure of Mistango and/or Premier to satisfy the terms and conditions of the Agreement, including, but not limited to, conditions related to Premier’s satisfaction with its due diligence investigations and the receipt of regulatory approvals.

Any forward-looking statement speaks only as at the date on which it is made and, except as may be required by applicable securities laws, Mistango disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although Mistango





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believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.

For further information please contact

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