

**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 **May 5, 2014**

Item 3. Press Release

On **May 5, 2014**, a news release in respect of the material change was disseminated through Canada Stockwatch, Market News and News File Full 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 **5th** day of **May, 2014**

“ROBERT J. KASNER”

Per: Robert J. Kasner

President & CEO

Schedule A



MISTANGO ACQUIRES PAST PRODUCING ESTRADES POLYMETALLIC MINE

May 05, 2014. (*Kirkland lake, Ontario*): (CSE: MIS) (the "Company") is pleased to announce that due to a recent action by the Quebec Ministère des Ressources naturelles, certain of the company's currently held mineral tenures have been enlarged in size and now cover most of a former Mining Lease resulting in Mistango now gaining mining claim status to the past producing "Estrades" Polymetallic Mine.

The east-west trending and vertically dipping Estrades deposit is located approximately 95 kilometers north-east of the town of La Sarre Quebec along the highly prospective Casa Berardi Break which currently contains two Zn-Cu-Pb-Au-Ag bearing sulphide zones averaging >1-3 metres in thickness, of which, the main and central zones are now within the company's land holdings.

The Estrades deposit was discovered in 1985, with the main zone being developed by Breakwater Resources in 1990 to a vertical depth of 200 metres and the mining of 174,946 tonnes of ore grading **1.1% Cu, 13.0% Zn, 6.4 g/t Au and 172 g/t Ag** took place.

In 2006, and independent NI-43-101 compliant resource estimate was completed on the Main Zone by Scott Wilson Roscoe Postle, and resources in the Central Zone were estimated in the course of a feasibility study completed in 2008 by GENIVAR.

Zone	tonnes	%Zn	%Cu	%Pb	g/t Au	g/t
Ag						
Main	560,672	10.3	0.7	0.9	5.2	174
Central	148,500	8.1	1.1	0.8	4.1	122
Total	709,172	9.80	0.8	0.9	5.0	163

The company is not relying on these historical estimates and is unaware of any additional work completed to date on the property, however, a qualified person has not done sufficient work to upgrade or verify this historical estimate as mineral reserves or mineral resources and as such **the company is not treating the historical estimate as current mineral resources or mineral reserves.**

Mistango now controls approximately 3,967 hectares and approximately 9 kilometers of the Casa Berardi Break corridor and is located approximately 22 kilometers east of Hecla's producing "Casa Berardi" underground gold mine.

The technical information contained in this release has been reviewed by Fred Sharpley P.Geol.

For further information please contact:

Robert J. Kasner, President & CEO
Telephone: 705-568-7540
E-mail: robkasner@yahoo.com

Donald Kasner, Investor Relations
Telephone: 705-570-1019
E-mail: drkkasner@yahoo.ca