

**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 27, 2011**

Item 3. Press Release

On **May 27, 2011** , a news release in respect of the material change was disseminated through Canada Stockwatch, Market News and CNW Group, 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 **27th** day of **May, 2011**

“ROBERT J. KASNER”

Per: Robert J. Kasner

President & CEO

Schedule A



MISTANGO RIVER APPOINTS CHIEF FINANCIAL OFFICER

Kirkland Lake, Ontario, May 27, 2011 Mistango River Resources (CNSX:MIS) is pleased to announce the appointment of Johnny Oliveira as the Chief Financial Officer of the corporation subject to regulatory approvals. Previously, Robert J. Kasner, President and Chief Executive Officer of the Corporation, also served as the Corporation's acting Chief Financial Officer. Mr. Oliveira is a Chartered Accountant, and holds an Honours Bachelor in Business Administration from the University of Wilfrid Laurier and has practiced professionally in the past as a senior audit manager. Currently, Mr. Oliveira is serving as Controller and/or Chief Financial Officer of several junior mining and exploration companies listed on the CNSX, TSXV and TSX. Mistango is a Canadian-based junior mining and exploration company focused on existing projects in Ontario and Quebec. For additional information about Mistango and its mining properties, please visit Mistango's regulatory filings at www.sedar.com or at www.cnsx.ca.

This press release shall not constitute an offer to sell or solicitation of an offer to buy securities in any jurisdiction. The Common Shares and the Warrants comprising the Units, or any shares issuable upon the exercise of the Warrants, will not be and have not been registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent an applicable exemption from the registration requirements.

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 Offering and in particular Mistango's expected use of the proceeds to be raised in 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 could cause actual results or events to differ materially from current expectations include, but are not limited to, the failure to close the Offering, if at all, in a timely manner.

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 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

Robert J. Kasner, President and CEO

Telephone: 1 705 567 5351

E-mail: kasner1@ntl.aibn.com