

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**1. Name and Address of Company:**

FIREBIRD RESOURCES INC.  
Suite 2500 – 555 West Hastings Street  
Vancouver, BC V6B 4N5

**2. Date of Material Change:**

The material change described in this report occurred on July 5, 2011.

**3. News Release:**

On July 5, 2011, Firebird Resources Inc. (the "**Company**") issued a news release through the facilities of Stockwatch. A copy of the news release announcing the material change is set out at Schedule "A" to this report.

**4. Summary of Material Change:**

The Company completed a private placement of 3,653,000 units (the "**Units**") on July 5, 2011 (the "**Private Placement**"). Each Unit consists of one common share of the Company and one-half common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share of the Company at a price of \$1.00 for a period of 18 months from the date of issuance. The Company raised aggregate gross proceeds of \$2,191,800 from the sale of the Units priced at \$0.60 per Unit. All securities issued with respect to the Private Placement are subject to a hold period that expires four months and a day from the closing date in accordance with the rules and policies of the TSX Venture Exchange and applicable Canadian securities laws and such other further restrictions as may apply under foreign securities laws.

In connection with the Private Placement, the Company paid finders' fees consisting of an aggregate cash commission equal to \$152,376 representing approximately 7% of the gross proceeds derived from the sale of Units placed by finders, as well as an aggregate of 253,960 compensation warrants issued to finders, representing approximately 7% of the number of Units placed by finders. Each such compensation warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.75 for a period of 12 months from the date of issuance.

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

See attached news release at Schedule "A" to this report.

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

Not applicable.

**7. Omitted Information:**

Not applicable.

**8. Executive Officer:**

The following executive officer of the Company is knowledgeable about the material change

and this report and may be contacted respecting the material change and this report:

John F. Cook  
President and Chief Executive Officer  
Telephone: (416) 637-3523

**9. Date of Report:**

July 12, 2011.

## SCHEDULE "A"



FOR IMMEDIATE RELEASE

TSX Venture Exchange Symbol: FIX

### **FIREBIRD RESOURCES INC. ANNOUNCES COMPLETION OF PRIVATE PLACEMENT**

Vancouver, British Columbia, Canada /July 5, 2011/ -- Firebird Resources Inc. (the "**Company**" or "**Firebird**") is pleased to announce that it has completed its previously announced private placement (the "**Private Placement**") for an aggregate of 3,653,000 units (each, a "**Unit**") at a price of \$0.60 per Unit. Each Unit consisted of one common share (a "**Share**") and one-half of a share purchase warrant (a "**Warrant**"). Each whole Warrant entitles the holder to purchase one Share at a price of \$1.00 for a period of 18 months from the date of issue. The Company raised aggregate gross proceeds of approximately \$2,191,800 from the sale of the Units. The Warrants are, at the Company's discretion, subject to accelerated expiry if the closing price of the Shares on the TSX Venture Exchange (the "**TSXV**") is \$1.50 or greater for ten consecutive trading days. All securities issued in connection with the Private Placement are subject to a hold period that expires four months and a day from the date of issue of such securities in accordance with the rules and policies of the TSXV and applicable Canadian securities laws and such other further restrictions as may apply under foreign securities laws.

In connection with the Private Placement, the Company paid finders' fees (the "**Finders' Fees**") consisting of a cash commission equal to 7% of the gross proceeds derived from the sale of Units placed by finders (the "**Finders**") pursuant to the Private Placement. In addition, the Company issued to each Finder that number of non-transferable compensation warrants ("**Compensation Warrants**") representing 7% of the number of Units placed by each Finder pursuant to the Private Placement. Each Compensation Warrant entitles the holder thereof to acquire one Share at a price of \$0.75 for a period of 12 months from the date of issue of the Compensation Warrant. Firebird issued an aggregate of 255,710 Compensation Warrants in connection with the Private Placement.

The Company intends to use the net proceeds of the Private Placement to satisfy its payment obligations in connection with its mineral properties, to grant a loan to its wholly-owned subsidiary GTO Resources Inc. in connection with the Company's previously announced plan of arrangement, for strategic initiatives, including the acquisition and exploration of additional mining properties, as and if such opportunities arise, and for working capital and general corporate purposes.

The Private Placement and the payment of the Finders' Fees remain subject to final approval from the TSXV. The Company anticipates closing a subsequent tranche later this month.

Contact: John F. Cook  
President and Chief Executive Officer  
Tel: (416) 637-3523

This news release may contain certain forward-looking statements that reflect the current views and/or expectations of the Company with respect to its business and future events. Investors are cautioned that all forward-looking statements involve risks and uncertainties, including, without limitation, statements regarding the outlook for future operations, the evaluation of market conditions, and the ability to raise financing. Investors are cautioned that any such forward-looking statements are not guarantees and may involve risks and uncertainties, and that actual results may differ from those in the forward-looking statements as a result of various factors such as general economic and business conditions, including changes in economic conditions and misjudgments in the course of preparing forward-looking statements. These risks, as well as others, could cause actual results and events to vary significantly. The Company does not undertake any obligation to release publicly any revision for updating any voluntary forward-looking statements.

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*