

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Royal Monashee Gold Corp.
3979 Willow Street
Vancouver, BC V5Z 3R4

Item 2. Date of Material Change

August 24, 2012

Item 3. News Release

The news release was disseminated on August 24, 2012 through Market subsequently filed on SEDAR.

Item 4. Summary of Material Changes

Royal Monashee Gold Corp. (the “**Company**”) announced that it had completed its previously announced acquisition of all of the issued and outstanding shares of TraderOS Technologies Inc. (“**TraderOS**”), a private technology company focused on developing a collaborative charting and social networking platform to allow stock traders and content providers to broadcast and receive actionable trade ideas.

The Company also announced that it had completed a consolidation of all of its issued and outstanding common shares on a two for (2:1) basis (the “**Consolidation**”) and had closed its previously announced non-brokered financing of 2,000,000 common shares (on a post-Consolidation basis) at a price \$0.25 for gross proceeds of \$500,000.

Item 5. Full Description of Material Change

Please see attached news release dated August 24, 2012.

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

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

For further information, please contact James Timms, at (604) 675-2229.

Item 9. Date of Report

This material change report is dated September 10, 2012.

NEWS RELEASE

ROYAL MONASHEE GOLD CORP.
3979 Willow Street
Vancouver, B.C. V5Z 3R4

COMPLETION OF TRANSACTION WITH TRADEROS TECHNOLOGIES INC.,
CONSOLIDATION AND FINANCING

Vancouver, BC – August 24, 2012 - Royal Monashee Gold Corp. (“Royal Monashee” or the “Company”) is pleased to announce that it has completed its previously announced acquisition of all of the issued and outstanding shares of TraderOS Technologies Inc. (“TraderOS”), a private technology company focused on developing a collaborative charting and social networking platform to allow stock traders and content providers to broadcast and receive actionable trade ideas (the “Transaction”).

The Transaction was completed pursuant to the terms of an amalgamation agreement (the “Amalgamation Agreement”) entered into between the Company, TraderOS and a wholly-owned subsidiary of the Company (“Subco”). In accordance with the terms of the Amalgamation Agreement, TraderOS was amalgamated with Subco to form a new entity, which is a wholly-owned subsidiary of the Company. In exchange for their common shares of TraderOS, TraderOS shareholders received an aggregate of 60,000,000 common shares of the Company, on a post-Consolidation basis, as discussed below. Upon closing of the Transaction, David Elias, the founder and Chief Executive Officer of TraderOS, was appointed to the board of directors of the Company. It is anticipated that two former directors of TraderOS, Mike Edwards and Jeremy Pink, will replace Martin Woodward and James Timms on the Company’s board of directors following the Company’s annual general meeting scheduled for August 29, 2012.

In connection with the Transaction, the Company also announces that it has completed a consolidation of all of its issued and outstanding common shares on a two for (2:1) basis (the “Consolidation”). Shareholders of the Company will receive a letter of transmittal containing instructions on how to exchange their current share certificates for certificates representing the consolidated common shares.

In addition, the Company has completed its previously announced non-brokered financing (the “Financing”) of 2,000,000 common shares (on a post-Consolidation basis) at a price \$0.25 for gross proceeds of \$500,000. The common shares issued pursuant to the Financing are subject to a statutory hold period expiring December 23, 2012. The Company intends to use the gross proceeds of the Financing for working capital.

The Company is now focusing on obtaining a listing of its common shares on the Canadian National Stock Exchange. Further updates will be provided to the shareholders in due course.

ON BEHALF OF THE BOARD OF

ROYAL MONASHEE GOLD CORP.

“James Timms”

JAMES TIMMS
President and Director

This news release contains forward-looking statements relating to the future operations of the Company and other statements that are not historical facts. Forward-looking statements are often identified by

terms such as "will", "may", "should", "intends", "anticipates", "expects" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the listing of the Company's common shares on the Canadian National Stock Exchange and the future plans and objectives of the Company, are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are risks detailed from time to time in the filings made by the Company with securities regulators.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. As a result, the Company cannot guarantee that any forward-looking statement will materialize and the reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will only update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities law.