

51-102F3
MATERIAL CHANGE REPORT [F]

Item 1 Name and Address of Company

Corazon Gold Corp. (the “**Company**”)
700 – 510 West Hastings Street
Vancouver, BC V6B 1L8

Item 2 Date of Material Change

April 28, 2014

Item 3 News Release

The news release was issued on April 28, 2014 by Market News and Stockwatch.

Item 4 Summary of Material Change

The Company announced that it intends to amend its share structure by consolidating the fully paid and issued common shares (the “**Shares**”) of the Company on the basis of one (1) post-consolidated Share for each five (5) pre-consolidated Shares issued and outstanding (the “**Consolidation**”). At April 28, 2014, the total number of issued and outstanding Shares of the Company was 7,645,239. Accordingly, the total number of Shares issued and outstanding after the Consolidation is expected to be 1,529,048.

There will be no name change in conjunction with the Consolidation and the Consolidation is subject to the approval of the TSX Venture Exchange.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

Not Applicable

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

Not Applicable

Item 7 Omitted Information

None

Item 8 Executive Officer

Bradley Scharfe, President and Chief Executive Officer, 778.386.1313

Item 9 Date of Report

April 28, 2014

Schedule "A"



News Release

Corazon Announces Share Consolidation

Vancouver, B.C. April 28, 2014 – Corazon Gold Corp. (CGW: TSX-V) ("**Corazon**") announces that the Company intends to amend its share structure by consolidating the fully paid and issued common shares (the "**Shares**") of the Company on the basis of one (1) post-consolidated Share for each five (5) pre-consolidated Shares issued and outstanding (the "**Consolidation**"). At April 28, 2014, the total number of issued and outstanding Shares of the Company was 7,645,239. Accordingly, the total number of Shares issued and outstanding after the Consolidation is expected to be 1,529,048.

The board of directors of the Company believes that the Consolidation is necessary due to market conditions that have made it challenging to raise capital under the current share structure of the Company.

There will be no name change in conjunction with the Consolidation and the Consolidation is subject to the approval of the TSX Venture Exchange.

On behalf of the Board of Directors, Corazon Gold Corp.
Bradley Scharfe, President and CEO

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