

**51-102F3
MATERIAL CHANGE REPORT**

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

August 11, 2014

Item 3 News Release

The news release was issued on August 11, 2014 by Market News and Stockwatch.

Item 4 Summary of Material Change

The Company announced a non-brokered private placement financing (the "Financing") of up to 8,333,333 units (each, a "Unit") at a price of \$0.06 per Unit for gross proceeds of up to \$500,000. Each Unit will consist of one common share of the Company (each, a "Share") and one common share purchase warrant (each, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one additional Share (each, a "Warrant Share") at a price of \$0.08 per Warrant Share for a period of two years from the closing of the Financing.

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, (604) 608-9110

Item 9 Date of Report

August 21, 2014



News Release

CORAZON ANNOUNCES \$500,000 PRIVATE PLACEMENT

Vancouver, B.C. August 11, 2014 – Corazon Gold Corp. (CGW: TSX-V) (“**Corazon**”) announces that, subject to regulatory approval, it intends to complete a non-brokered private placement financing (the “**Financing**”) of up to 8,333,333 units (each, a “**Unit**”) at a price of \$0.06 per Unit for gross proceeds of up to \$500,000. Each Unit will consist of one common share of the Company (each, a “**Share**”) and one common share purchase warrant (each, a “**Warrant**”). One Warrant will entitle the holder thereof to purchase one additional Share (a “**Warrant Share**”) at a price of \$0.08 per Warrant Share for a period of two years from closing of the Financing.

The proceeds of the Financing will be used for general working capital and repayment of debt. No finders' fees will be payable in connection with the Financing.

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

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