

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

September 5, 2014

Item 3 News Release

The news release was issued on September 5, 2014 by Market News and Stockwatch.

Item 4 Summary of Material Change

The Company announced that it has completed its previously announced non-brokered private placement financing (the “**Financing**”) and has issued 8,574,132 units (each, a “**Unit**”) at a price of \$0.06 per Unit for gross proceeds of \$514,447.93. Each Unit consists of one common share of the Company (each, a “**Share**”) and one common share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Share (a “**Warrant Share**”) at a price of \$0.08 per Warrant Share until September 5, 2016. Insiders of the Company purchased an aggregate of 2,262,295 Units.

The proceeds of the Financing will be used for general working capital and repayment of debt.

The Company did not pay any finder’s fees in connection with the Financing.

The securities issued in connection with the closing of the Financing are subject to a restricted period that expires on January 6, 2015.

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

September 8, 2014



News Release

CORAZON ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Vancouver, B.C. September 5, 2014 – Corazon Gold Corp. (CGW: TSX-V) (the “**Company**”) announces that it has completed its previously announced non-brokered private placement financing (the “**Financing**”) and has issued 8,574,132 units (each, a “**Unit**”) at a price of \$0.06 per Unit for gross proceeds of \$514,447.93. Each Unit consists of one common share of the Company (each, a “**Share**”) and one common share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one additional Share (a “**Warrant Share**”) at a price of \$0.08 per Warrant Share until September 5, 2016. Insiders of the Company purchased an aggregate of 2,262,295 Units.

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The Company did not pay any finder’s fees in connection with the Financing.

The securities issued in connection with the closing of the Financing are subject to a restricted period that expires on January 6, 2015.

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

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