

Material Change Report - 51-102F3

Item 1 Name and Address of Company

Fire River Gold Corp. (the "Company")
Suite 340 - 1200 West 73rd Avenue
Vancouver, BC V6P 6G5

Item 2 Date of Material Change

July 19, 2012

Item 3 News Release

A news release was issued in Vancouver, B.C. on July 19, 2012.

Item 4 Summary of Material Change

The Company appointed Blane Wilson, President, Chief Executive Officer and Director. The Company also announced a Private Placement to raise up to \$10,000,000 with BayFront Capital Partners Ltd. acting as agent.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see attached press release dated July 19, 2012.

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Stacey Bligh, Corporate Secretary – Telephone: 604.261.0586

Item 9 Date of Report

July 19, 2012



FAU: TSXV
FVGCF: OTCQX
FSE: FWR

For Immediate Release

NEWS RELEASE
www.firerivergold.com

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DISTRIBUTION TO U.S. WIRE SERVICES**

Fire River Announces New CEO and Private Placement Financing

July 19, 2012 Vancouver, Canada – Fire River Gold Corp. (the "Company") (TSXV: FAU), (OTCQX: FVGCF), (FSE: FWR) is pleased to announce the appointment of Blane Wilson as President, Chief Executive Officer and Director.

R. David Russell, the interim President and Chief Executive Officer of the Company, shall return to his previous position as Non-Executive Chairman.

Mr. Wilson brings extensive experience to his new position, having worked in the mining industry for the past 25 years. His expertise includes mining, metal processing and recovery, project management, permitting with Federal and State agencies, exploration, and construction. Prior to his position with Fire River Gold, Mr. Wilson held various senior positions with Klondex Mines Ltd., Freeport McMoRan, Minorco, Anglo Gold North American, Queenstake Resources, Yukon Nevada Gold Corporation and Golden Eagle International. He previously spent 19 years at the Jerritt Canyon mine north of Elko, Nevada. Since 1981, the Jerritt Canyon mine has produced over 8 million troy ounces of gold.

R. David Russell, the Company's Non-Executive Chairman reports, "*The Board takes great pleasure in Blane's appointment. With his background in mining, metal processing and recovery, he is uniquely suited to his new role at Fire River and we look forward to his valuable contribution to the Company's Nixon Fork mine.*"

The Company is also pleased to announce that it has entered into an agreement with BayFront Capital Partners Ltd. ("BayFront") to act as agent in connection with a best efforts private placement financing (the "Private Placement") of units (the "Units") of the Company at a price to be determined in the context of the market for gross proceeds of up to \$10,000,000. Each Unit shall be comprised of one common share (a "Common Share") and one common share purchase warrant (a "Purchase Warrant").

The Company has been advised by Sprott Asset Management LP, on behalf of certain of its funds, and by Waterton Global Value that each propose to subscribe for such number of Units as would result in them holding 19.9% of the issued and outstanding securities of the Company following the closing of the Private Placement.

The proceeds of the Private Placement will be used for the further development of the Company's Nixon Fork mine and for general working capital.

All of the Common Shares and Purchase Warrants issued pursuant to the Private Placement are subject to a four-month hold period. Completion of the Private Placement is subject to TSX Venture Exchange approval.

On behalf of the Board of Directors,

"R. David Russell"

Director

Cautionary Note Regarding Forward-Looking Statements

Certain statements contained in this news release constitute "forward-looking information" as such term is used in applicable Canadian securities laws, including with respect to the use of proceeds of the Private Placement. Forward-looking information is based on plans and estimates of management at the date the information is provided and certain factors and assumptions of management. Forward looking information is subject to a variety of risks and uncertainties and other factors that could cause plans, estimates and actual results to vary materially from those projected in such forward-looking information. Factors that could cause the forward-looking information in this news release to change or to be inaccurate include, but are not limited to, the risks related to unsatisfactory results of due diligence, international operations and doing business in foreign jurisdictions, risks associated with mineral exploration and development activities generally, the risk of commodity price and foreign exchange rate fluctuations, and risks and uncertainties associated with securing and maintaining necessary regulatory approvals. The Company does not undertake to update any forward-looking information except in accordance with applicable securities laws.