

## EARLY WARNING REPORT

**Made Pursuant To**  
**NATIONAL INSTRUMENT 62-103 – *The Early Warning System and Related Take-Over Bid***  
**and**  
***Insider Reporting Issues***

**RELATING TO THE ISSUANCE OF SECURITIES IN THE CAPITAL OF**  
**FIRE RIVER GOLD CORP. (THE “ISSUER”)**

**1. The name and address of the offeror.**

Waterton Global Value, L.P. (the “Offeror”)  
Qwomar Complex, 4<sup>th</sup> Floor  
Road Town, Tortola  
British Virgin Islands

**2. The designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the reporting obligation and whether it was ownership or control that was acquired in those circumstances.**

The Offeror acquired ownership of 14,825,753 common shares (“Shares”) and 14,825,753 common share purchase warrants (“Warrants”) of the Issuer, representing approximately. Combined with the Offeror’s previous holdings, this represents approximately 17.72% of the issued and outstanding common shares of the Issuer (“Shares”), assuming exercise of the Offeror’s Warrants. Each Warrant entitles the holder thereof to subscribe for one additional Share at an exercise price \$0.10 per Share for a period of five years.

**3. The designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the reporting obligation.**

See item 2 above.

**4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3. over which:**

- (i) **the Offeror, either alone or together with any joint actors, has ownership and control;**

The Offeror directly owns an aggregate of 14,825,753 common shares and 23,075,753 common share purchase warrants of the Issuer, representing approximately 17.72% of the issued and outstanding Shares, assuming exercise of the Offeror’s Warrants.

- (ii) **the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor; and**

Not applicable.

- (iii) **the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 5. The name of the market in which the transaction or occurrence that gave rise to the reporting obligation.**

The Shares and Warrants were acquired in a private placement offering by the Issuer (the “**Private Placement**”).

- 6. The value, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in a transaction or occurrence giving rise to the reporting obligation.**

\$0.065 per unit, each unit consisting of one Share and one Warrant.

- 7. The purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the reporting obligation, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.**

The Shares were acquired for investment purposes. The Offeror has a long-term view of the investment and does not intend at this time to acquire additional Shares, but may increase its shareholdings of the Issuer in the future depending on market conditions, reformulation of plans and/or other relevant factors.

- 8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the reporting obligation, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

Not applicable.

- 9. The names of any joint actors in connection with the disclosure required in this report.**

Not applicable.

- 10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars of the consideration paid by the Offeror.**

See item 5 above.

- 11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities.**

Not applicable.

- 12. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance.**

The issuance of the Shares under the Private Placement was exempt under Section 2.3 of National Instrument 45-106 – *Prospectus and Registration Exemptions*.

- 13. Additional information.**

In this report, for the purpose of calculating the percentage of Shares owned, the Offeror has assumed that there are 190,859,830 Shares outstanding as of August 9, 2012, as reported by the Issuer after giving effect to the Private Placement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

DATED this 10th day of August, 2012.

**WATERTON GLOBAL VALUE, L.P. by  
the general partner of its general partner,  
CORTLEIGH LIMITED**

Per: (signed) "Peter W. Poole"  
Name: Peter W. Poole  
Title: Director  
*Authorized signatory*