

## **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**

August 9, 2012

### **Item 3 News Release**

A news release was issued in Vancouver, B.C. on August 9, 2012.

### **Item 4 Summary of Material Change**

The Company issued 88,417,458 Units in a Private Placement for gross proceeds of \$5,747,134.77.

### **Item 5 Full Description of Material Change**

#### **5.1 Full Description of Material Change**

The Units were issued at \$0.065 per Unit and each Unit consists of one common share ("Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the purchaser to subscribe for one additional common share (a "Warrant Share") at an exercise price \$0.10 per Warrant Share for a period of five years.

BayFront Capital Partners Ltd. acted as agent in connection with the Offering. The Company paid \$137,040.80 and issued 2,108,320 compensation options (each, a "Compensation Option") as commission in connection with the Offering, other than in respect of subscriptions received from certain president's list subscribers. Each Compensation Option is exercisable into one Unit at a price of \$0.065 for a period of five years.

The use of proceeds of the Offering will be used for the further development of the Company's Nixon Fork mine, satisfaction of an outstanding debt and for working capital and general working capital.

All Common Shares, Warrants, and Compensation Options, carry a four-month hold period restricting them from trading until December 10, 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**

August 13, 2012