

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**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**

September 19, 2012

**Item 3            News Release**

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

**Item 4            Summary of Material Change**

Fire River Gold Announces Additional Brokered Private Placement with Sunel Securities for gross proceeds of up to \$5 Million.

**Item 5            Full Description of Material Change**

**5.1            Full Description of Material Change**

Please see attached press release dated September 19, 2012.

**Item 6            Reliance on subsection 7.1(2) or (3) 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**

September 19, 2012.



**FAU: TSXV  
FVGCF: OTCQX  
FSE: FWR**

For Immediate Release

NEWS RELEASE  
[www.firerivergold.com](http://www.firerivergold.com)

**NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR  
DISTRIBUTION TO U.S. WIRE SERVICES**

## **Fire River Gold Announces Additional Brokered Private Placement with Sunel Securities for gross proceeds of up to \$5 Million**

**September 19, 2012 Vancouver, Canada – Fire River Gold Corp. (the "Company") [TSX.V: FAU | OTCQX: FVGCF | FSE: FWR]** announces that it will be undertaking a brokered private placement financing with Sunel Securities Inc. for up to \$5 million of Units (the "Offering"). 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.

The Company will pay Sunel Securities, and certain finders assisting with the Offering, a cash commission of up to 7% of the gross proceeds of the Offering and issue compensation options (each, a "Compensation Option") equal to up to 7% of the Units sold as commission in connection with the Offering. 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.

### **About Fire River Gold**

Fire River Gold Corp. is Alaska's newest gold producer, with a projected 30,000 ounces per year of gold to be produced on its wholly owned Nixon Fork Gold Mine located in the resource rich Tintina Gold Belt. Operations started in July 2011, with a near term production target of 30,000 oz/Au by end of year 2012, projecting an increase to 40,000 oz/Au per year in 2013, ramping up to a projected 50,000 ounces in 2014. This year-round mine program is producing both concentrate and doré bars. Fire River Gold has fantastic growth potential, with excellent targets identified to grow its current high grade resource. Coupled with a strong management team and board of directors, Fire River has a bright future ahead.

Further Information: Tel: 604 261 0580  
Email: [info@firerivergold.com](mailto:info@firerivergold.com) or visit [www.firerivergold.com](http://www.firerivergold.com)  
Suite 340-1200 West 73rd Ave, Vancouver, B.C., Canada V6P 6G5

### *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.*