

## 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 31, 2012

### Item 3 News Release

The Company issued a news release via CNW Group, in Vancouver, B.C. on September 4, 2012

### Item 4 Summary of Material Change

The Company closed the second tranche of its previously announced brokered private placement financing (the "Offering"). The Company issued 16,602,709 Units at a price of \$0.065 per Unit for aggregate gross proceeds of \$1,079,176.09.

### Item 5 Full Description of Material Change

#### 5.1 Full Description of Material Change

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. ("BayFront") acted as agent in connection with the Offering. The Company paid BayFront, and the selling group, an aggregate of \$86,334.09 and issued 1,328,216 compensation options (each, a "Compensation Option") 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 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

### 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

October 3, 2012