

## **Material Change Report - 51-102F3**

### **Item 1 Name and Address of Company**

Fire River Gold Corp. (the "Company")  
2303 West 41<sup>st</sup> Avenue  
Vancouver, BC V6M 2A3

### **Item 2 Date of Material Change**

March 17, 2011

### **Item 3 News Release**

A news release was issued in Vancouver, B.C. on March 18, 2011 by CNW Group.

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

The Company closed a portion of its' non-brokered private placement financing that was announced on March 4, 2011 and issued 4,425,000 Common shares from treasury.

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

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

The Company completed the first tranche of its non-brokered private placement and issued 4,425,000 units (the "Units") at a price of \$0.50 per Unit for gross proceeds of \$2,212,500. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one common share of the Company at a price of \$0.70 per share for 18 months, subject to accelerated expiry, such expiry may be accelerated to 30 days in the event the Company's shares have closed at or above a price of \$0.90 per share for 10 consecutive trading days.

All common shares issued in connection with the units are subject to regulatory hold periods, restricting them from trading until July 18, 2011. In connection with the closing of the financing, the Company has paid finder's fees of \$7,250. The foregoing is subject to final regulatory approval.

### **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: 604.609.0954

### **Item 9 Date of Report**

March 18, 2011

End of Report