

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

1. Name and Address of Company

Auriga Gold Corp. (the “Company”)
365 Bay Street, Suite 400
Toronto, Ontario M6H 2V1

2. Date of Material Change

March 21, 2014

3. News Release

A press release disclosing the material change was released on March 21, 2014, through the facilities of Stockwatch.

4. Summary of Material Change

The Company announced that it has closed on its final tranche of its previously announced non-brokered private placement for aggregate gross proceeds of \$30,375 through the issuance of 86,785 common shares (“Common Shares”) in the capital of the Company at a price of \$0.35 per Common Share.

5. Full Description of Material Change

The material change is fully described in the Company’s press release which is attached as Schedule “A” and is incorporated herein.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

7. Omitted Information.

No significant facts have been omitted from this Material Change Report.

8. Executive Officer.

For further information, contact Gorden Glenn, President of the Company at (416) 214-2785.

9. **Date of Report.**

This report is dated at Toronto, this 21st day of March, 2014.

AURIGA GOLD CORP.

Per: "Gorden Glenn" (signed)
Gorden Glenn, President



PRESS RELEASE AIA TSX-V

www.aurigagold.ca

Auriga Gold Corp. Closes Fully Subscribed \$750,000 Private Placement

TORONTO, ONTARIO – March 21, 2014, Auriga Gold Corp. (TSX-V: "AIA") ("Auriga Gold" or the "Company") is pleased to announce that it has closed on its final tranche of its previously announced, \$750,000 non-brokered private placement (the "Offering"). The final tranche generated proceeds of \$30,375 through the issuance of 86,785 common shares ("Common Shares") in the capital of the Company at a price of \$0.35 per Common Share.

The Offering was fully subscribed generating gross proceeds of \$750,000 through the issuance of 1,952,285 Common Shares and flow-through Common Shares ("FT Shares") issued on a "flow-through" basis allocated as follows:

- 1,285,285 Common Shares for gross proceeds of \$449,850 at a price of \$0.35 per Common Share; and
- 667,000 FT Shares for gross proceeds of \$300,150 at a price of \$0.45 per FT Share.

In connection with the issuance of the Common Shares and FT Shares, the Company has agreed to a finder's fee payable in Common Shares equal to six (6%) percent of the number of Common Shares and FT Shares issued and sold under the offering attributable to such finders. The securities to be issued are subject to a four month hold period.

Auriga's Board and Management wish to thank our shareholders for their strong showing of support for our 2014 work program of diamond drilling, resource and permit updates and detailed mine planning and engineering that will become the basis on a new Preliminary Economic Assessment (PEA) on our flagship Maverick Gold Project. We will provide our shareholders with regular updates on our work program in the coming weeks.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons as defined under applicable securities laws unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Auriga Gold

Auriga Gold Corp. is an emerging Canadian gold producer focused on re-starting the Puffy Mine and expanding gold resources on its Puffy and Nokomis deposits (collectively the "Maverick Gold Project"). The Company plans to upgrade and expand the resources at the Maverick Gold Project, initiate test mining, complete feasibility studies of mineral reserves, and bring the Puffy Mine back into production. The Puffy Mine includes a 1,000 tpd flotation mill with a replacement value in excess of \$50 million, over 7,000 meters of developed underground ramp to 135 metres depth, is fully road accessible and close to existing mining infrastructure. The Maverick Gold Project is located in the Flin Flon Greenstone Belt of Central Manitoba. To view current images of the property and mill, please see www.aurigagold.ca/s/photogallery.asp

For more information please contact:

Auriga Gold Corp.

Gorden Glenn, Interim President and CEO

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Phone: 416-625-2607

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<http://www.aurigagold.ca>

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to the closing of this loan plus bonus shares financing, TSX Venture Exchange approval, use of proceeds and the future develop the Maverick Gold property. Although Auriga Gold has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Auriga Gold does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.