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 28, 2014

3. **News Release**

A press release disclosing the material change was released on March 28, 2014, through the facilities of Stockwatch.

4. **Summary of Material Change**

The Company announced that it has entered into shares for debt agreements to settle indebtedness in the aggregate amount of $127,915.12 through the issuance of an aggregate 365,472 common shares in the capital of the Company (the "**Common Shares**") at a deemed price of $0.35 per Common Share, with certain arm's length parties.

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 28th day of March, 2014.

AURIGA GOLD CORP.

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

Auriga Gold Corp. Announces Shares for Debt Settlement

TORONTO, ONTARIO – March 28, 2014, Auriga Gold Corp. (**TSX-V: "AIA"**) ("**Auriga Gold**" or the "**Company**") is pleased to announce that it has entered into shares for debt agreements to settle indebtedness in the aggregate amount of $127,915.12 through the issuance of an aggregate 365,472 common shares in the capital of the Company (the "**Common Shares**") at a deemed price of $0.35 per Common Share, with certain arm's length parties. The issuance of the Common Shares will not result in a change of control of the Company. The Common Shares will be subject to a four-month hold period from the date of issuance.

About Auriga Gold
Auriga Gold Corp. is an emerging Canadian gold producer focused on re-starting gold production under its existing Environmental License and expanding the gold resources at the PL and Nokomis gold 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 mine back into production. The Maverick Gold Project 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:

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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 engagement of consulting teams and the future development of the Maverick Gold Project. 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 the 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.