

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

**Item 1      Name and Address of Company**

Cosigo Resources Ltd.  
Suite 1500, PO Box 1078  
885 West Georgia Street  
Vancouver, BC V6C 3E8

**Item 2      Date of Material Change**

November 24, 2014

**Item 3      News Release**

A news release announcing the material change referred to in this report was issued on November 24, 2014 and disseminated through CNW Group. The news release was filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4      Summary of Material Change**

On November 24, 2014 Cosigo Resources Ltd. (the “**Company**”) announced the resignation of Joseph Montgomery and Patrick Mooney from the Company’s board of directors.

**Item 5      Full Description of Material Change**

**5.1      Full Description of Material Change**

Company announced the resignation of Joseph Montgomery from the Company's board of directors. Mr. Montgomery has also resigned from his position as Executive Vice President of the Company. The Company also announced the resignation of Patrick Mooney from the Company's board of directors.

Following Mr. Montgomery and Mr. Mooney's resignations, the board is now comprised of Dennis Milburn, Edward (Ted) Robinson and Andres Rendle.

**5.2      Disclosure for Restructuring Transactions**

Not applicable.

**Item 6      Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8      Executive Officer**

For further information, contact:

Dennis Milburn, President and CEO  
Telephone: 604-515-5970

**Item 9      Date of Report**

Dated November 28, 2014.