

MATERIAL CHANGE REPORT

1. Reporting Issuer

Full name of the Issuer:

Miranda Gold Corp. (“Miranda” or the “Company”)

The address of the principal office in Canada of the reporting issuer is as follows:

Unit 1 – 15782 Marine Drive
White Rock, British Columbia
V4B 1E6

PHONE: (604) 536-2711

2. Date of Material Change

December 17, 2014

3. Press Release

The date and place(s) of issuance of the press release are as follows:

December 17, 2014

The Press Release was released to the TSX Venture Exchange being the only exchange upon which the shares of the Company are listed, and through various other approved public media.

4. Summary of Material Change(s):

Miranda Gold Corp. ("Miranda") (TSX-V: MAD) has made application to the TSX Venture Exchange (the "Exchange") to modify the terms of 20,835,800 share purchase warrants (the "Warrants"). The Warrants were issued in connection with a private placement closed by Miranda on December 19, 2012. Each Warrant entitles the holder to purchase one common share of the Company until December 19, 2017.

The original terms of the Warrant required that the exercise price of \$0.375 would increase to \$0.50 on December 19, 2014 and remain at that price until expiry. Miranda has made application to the Exchange to have the Warrant exercise price remain at \$0.375 per common share until expiry.

In addition, the original terms of the Warrant contain an accelerated expiry. If the daily volume weighted average trading price (the "VWAP") of the common shares of Miranda is at least \$0.50 per share for 20 consecutive trading days up to December 19, 2014, or at least \$0.75 per share thereafter, Miranda will have the right, exercisable within five trading days thereof, to accelerate the expiry date of the Warrants to the date which is 30 days after notice is given to the holders of the warrants of the accelerated expiry date and a news release to that effect is given. Miranda has made application to the Exchange to have the VWAP remain at \$0.50 until expiry.

All other terms of the Warrants will remain the same. If the modifications are approved by the Exchange Miranda will send a notice to all Warrant holders.

5. Full Description of Material Change

See attached news release dated December 17, 2014 which is hereby incorporated by reference.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Doris Meyer, Corporate Secretary
Unit 1- 15782 Marine Drive
White Rock, British Columbia
V4B 1E6
PHONE: (604) 536-2711

9. Date of Report

DATED at White Rock, British Columbia this 17th day of December 2014.

“Doris Meyer”

Doris Meyer, Corporate Secretary



OTCBB: MRDDF

TSX-V: MAD

FSE: MRG

Unit 1, 15782 Marine Drive, White Rock, BC. V4B 1E6
Tel: (604)536-2711 www.mirandagold.com

MIRANDA GOLD MODIFIES TERMS OF SHARE PURCHASE WARRANTS

Vancouver, BC, Canada –December 17, 2014 - Miranda Gold Corp. ("Miranda") (TSX-V: MAD) has made application to the TSX Venture Exchange (the "Exchange") to modify the terms of 20,835,800 share purchase warrants (the "Warrants"). The Warrants were issued in connection with a private placement closed by Miranda on December 19, 2012. Each Warrant entitles the holder to purchase one common share of the Company until December 19, 2017.

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All other terms of the Warrants will remain the same. If the modifications are approved by the Exchange Miranda will send a notice to all Warrant holders.

About Miranda

Miranda is a gold exploration company active in Nevada, Alaska and Colombia, whose emphasis is on generating gold exploration projects with world-class discovery potential. Miranda performs its own grass roots exploration and then employs a joint venture business model on its projects in order to maximize exposure to discovery while minimizing exploration risk. Miranda has ongoing relationships with Agnico Eagle Mines Ltd., Prism Resources, Montezuma Mines Inc., and Red Eagle Mining Corporation.

For more information related to Miranda: Joe Hebert, Executive Vice President 775-738-1877
www.mirandagold.com

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.