

FORM 51-102F3
Material Change Report

PART 1 GENERAL INSTRUCTIONS AND INTREPRETATION

(a) Confidentiality

If this Report is filed on a confidential basis, state in block capitals "CONFIDENTIAL" at the beginning of the Report.

(b) Use of "Company"

Wherever this Form uses the word "company" the term includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

(c) Number and Headings

The numbering, headings and ordering of the items included in this Form are guidelines only. You do not need to include the headings or numbering or follow the order of items in this Form. Disclosure provided in response to any item need not be repeated elsewhere.

(d) Defined Terms

If a term is used but not defined in this Form, refer to Part 1 of National Instrument 51-102 and to National Instrument 14-101 *Definitions*. If a term is used in this Form and is defined in both the securities statute of a local jurisdiction and in National Instrument 51-102, refer to section 1.4 of Companion Policy 51-102CP.

(e) Plain Language

Write the Report so that readers are able to understand it. Consider both the level of detail provided and the language used in the document. Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP. If you use technical terms, explain them in a clear and concise manner.

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Prodigy Gold Incorporated
#1205 – 700 West Pender Street, Vancouver BC V6C 1G8

Item 2. Date of Material Change

June 28, 2012

Item 3. News Release

The date of the news release is June 28, 2012 the method of dissemination of the news release under section 7.1 of National Instrument 51-102 was through Canada Stockwatch and Marketwire L.P. at Vancouver, British Columbia.

Item 4. Summary of Material Change

Prodigy Drills 153 Metres Grading 1.05 gpt Gold and Shallow Higher Grade Zone at Magino: 39 Metres Grading 3.40 gpt Gold

Item 5. Full Description of Material Change

Prodigy Gold Incorporated (PDG: TSX.V; "Prodigy" or "the company") is pleased to announce results from 15,318 metres of diamond drilling completed at Magino Mine gold project since April 30, 2012. Highlights from the 66 diamond drill holes, part of a 60,000 metre drill campaign, are reported below and include 153.0 metres grading 1.05 gpt gold in drill hole MA12-353, 83.0 metres grading 1.65 gpt gold in drill hole MA12-340, and a shallow higher grade zone in drill MA12-299: 39.0 metres grading 3.40 gpt gold including 5.0 metres grading 24.75 gpt gold. Many of the drill holes reported below are shallow in-fill drill holes designed to increase drill hole density in near surface portions of the deposit and establish continuity of higher grade geologic domains. Because of the volume of data and its significance, the resource update for the Magino project will be expanded to include these in-fill and resource expansion drill results; the resource update should be completed within a few weeks.

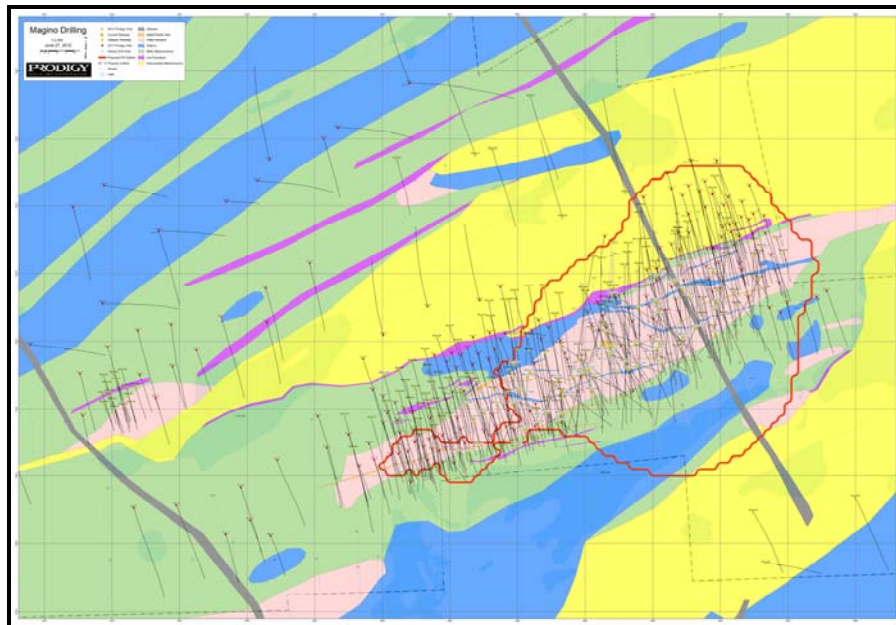
Brian J. Maher, President and CEO of Prodigy Gold commented: "The continued impressive results from the Magino mine gold project drilling program demonstrates the consistency of gold grade distribution within the deposit and the increasing scale of the gold mineralized system. We are anxious to include this new data in the upcoming resource update as the new resource numbers will have a large influence on scoping studies, grade optimization and mine planning during the feasibility process. The resource update will be completed shortly and the project timeline remains on track".

| Drill Hole | From (metres) | To (metres) | Length (metres) | Azimuth (360 deg) | Dip (angle below surface) | Est. True Thickness (metres) | From (Depth Below Surface (metres)) | To (Depth Below Surface (metres)) | Total Length of Hole (m) | Grade 40 gpt Capped (gpt gold) |
|------------|---------------|-------------|-----------------|-------------------|---------------------------|------------------------------|-------------------------------------|-----------------------------------|--------------------------|--------------------------------|
| MA12-291 | 126.6 | 129.4 | 2.8 | 168.6 | -47.3 | 2.1 | 93.0 | 95.1 | 407.0 | 20.05 |
| MA12-293 | 71.0 | 158.0 | 87.0 | 135.2 | -53.9 | 61.0 | 57.4 | 127.7 | 512.0 | 0.91 |
| MA12-297 | 122.0 | 144.0 | 22.0 | 152.6 | -55.0 | 17.6 | 99.9 | 118.0 | 350.0 | 1.04 |
| | 176.0 | 205.0 | 29.0 | | | 23.2 | 144.2 | 167.9 | | 2.05 |
| MA12-295 | 239.0 | 321.5 | 82.5 | 172.2 | -42.7 | 55.5 | 162.1 | 218.0 | 449.0 | 0.74 |
| including | 239.0 | 283.0 | 44.0 | | | 29.6 | 162.1 | 191.9 | | 1.21 |
| MA12-298 | 46.0 | 104.0 | 58.0 | 153.1 | -59.5 | 48.9 | 39.6 | 89.6 | 269.0 | 0.99 |

| | | | | | | | | | | |
|-----------|-------|-------|------|-------|-------|------|-------|-------|-------|-------|
| | 221.0 | 231.0 | 10.0 | | | 8.4 | 190.4 | 199.0 | | 1.54 |
| MA12-299 | 93.0 | 132.0 | 39.0 | 157.6 | -65.1 | 35.1 | 84.4 | 119.7 | 200.0 | 3.40 |
| including | 98.0 | 103.0 | 5.0 | | | 4.5 | 88.9 | 93.4 | | 24.75 |
| MA12-300 | nsv | nsv | nsv | 163.0 | -47.9 | nsv | nsv | nsv | 242.0 | nsv |
| MA12-301 | 32.0 | 128.0 | 96.0 | 155.9 | -49.8 | 72.4 | 24.4 | 97.8 | 251.0 | 0.60 |
| MA12-302 | 63.0 | 101.0 | 38.0 | 186.2 | -54.6 | 28.9 | 51.4 | 82.3 | 290.0 | 1.05 |
| | 176.0 | 189.0 | 13.0 | | | 9.9 | 143.5 | 154.1 | | 1.79 |
| MA12-303 | 10.5 | 19.0 | 8.5 | 166.3 | -57.4 | 7.2 | 8.8 | 16.0 | 110.0 | 1.44 |
| MA12-304 | 6.1 | 11.0 | 4.9 | 265.4 | -50.9 | -0.7 | 4.7 | 8.5 | 83.0 | 1.68 |
| MA12-305 | 6.4 | 99.0 | 92.6 | 204.3 | -46.7 | 52.2 | 4.7 | 72.0 | 251.0 | 0.58 |
| including | 52.0 | 70.0 | 18.0 | | | 10.1 | 37.8 | 50.9 | | 2.15 |
| MA12-306 | nsv | nsv | nsv | 168.9 | -47.3 | nsv | nsv | nsv | 50.0 | nsv |
| MA12-307 | nsv | nsv | nsv | 150.0 | -65.0 | nsv | nsv | nsv | 131.0 | nsv |
| MA12-308 | 6.0 | 86.0 | 80.0 | 174.2 | -49.6 | 60.1 | 4.6 | 65.5 | 161.0 | 0.89 |
| including | 25.0 | 86.0 | 61.0 | | | 45.9 | 19.0 | 65.5 | | 1.10 |
| MA12-309 | 56.0 | 68.0 | 12.0 | 157.2 | -55.8 | 9.8 | 46.3 | 56.2 | 69.5 | 1.08 |
| MA12-310 | 28.8 | 43.0 | 14.2 | 123.1 | -46.9 | 7.7 | 21.0 | 31.4 | 110.0 | 1.11 |
| MA12-311 | 11.0 | 66.0 | 55.0 | 180.8 | -49.8 | 40.4 | 8.4 | 50.4 | 251.0 | 1.10 |
| MA12-312 | 32.0 | 53.8 | 21.8 | 219.2 | -59.4 | 11.0 | 27.5 | 46.3 | 152.0 | 2.49 |
| including | 43.0 | 49.0 | 6.0 | | | 3.0 | 37.0 | 42.2 | | 8.21 |
| MA12-313 | 0.7 | 90.0 | 89.3 | 153.6 | -48.2 | 65.3 | 0.5 | 67.1 | 221.0 | 0.87 |
| MA12-314 | 10.0 | 52.0 | 42.0 | 160.0 | -50.0 | 32.1 | 7.7 | 39.8 | 74.0 | 0.48 |
| MA12-315 | 89.0 | 125.0 | 36.0 | 136.7 | -44.4 | 22.2 | 62.3 | 87.5 | 272.0 | 0.80 |
| | 167.0 | 191.0 | 24.0 | | | 14.8 | 116.8 | 133.6 | | 0.83 |
| MA12-316 | nsv | nsv | nsv | 170.0 | -50.0 | nsv | nsv | nsv | 36.5 | nsv |
| MA12-317 | 5.0 | 35.0 | 30.0 | 178.3 | -68.6 | 27.2 | 4.7 | 32.6 | 35.0 | 1.56 |
| MA12-318 | 8.0 | 34.0 | 26.0 | 161.6 | -49.7 | 19.8 | 6.1 | 25.9 | 110.0 | 1.06 |
| MA12-319 | 48.0 | 57.0 | 9.0 | 160.0 | -53.0 | 7.2 | 38.3 | 45.5 | 149.0 | 0.61 |
| MA12-320 | 47.0 | 71.0 | 24.0 | 163.0 | -56.4 | 20.0 | 39.1 | 59.1 | 221.0 | 1.09 |
| MA12-321 | nsv | nsv | nsv | 150.8 | -53.2 | nsv | nsv | nsv | 131.0 | nsv |
| MA12-322 | 121.0 | 160.0 | 39.0 | 142.0 | -55.8 | 29.7 | 100.1 | 132.3 | 230.0 | 1.01 |
| MA12-323 | 10.0 | 75.0 | 65.0 | 163.7 | -61.5 | 57.1 | 8.8 | 65.9 | 140.0 | 0.70 |
| including | 10.0 | 41.0 | 31.0 | | | 27.2 | 8.8 | 36.0 | | 1.18 |
| | 123.0 | 125.0 | 2.0 | | | 1.8 | 108.1 | 109.9 | | 7.14 |

| | | | | | | | | | | |
|-----------|-------|-------|-------|-------|-------|-------|-------|-------|-------|------|
| MA12-324 | 3.5 | 82.0 | 78.5 | 180.8 | -54.5 | 61.5 | 2.8 | 66.8 | 173.0 | 0.58 |
| MA12-325 | 27.0 | 60.5 | 33.5 | 157.1 | -58.5 | 28.3 | 23.0 | 51.6 | 230.0 | 1.17 |
| MA12-326 | 86.0 | 272.0 | 186.0 | 0.0 | 0.0 | 157.1 | 73.3 | 231.9 | 380.0 | 0.68 |
| including | 165.0 | 253.0 | 88.0 | | | 74.3 | 140.7 | 215.7 | | 1.14 |
| MA12-327 | 6.0 | 151.0 | 145.0 | 116.6 | -48.2 | 71.8 | 4.5 | 112.6 | 260.0 | 0.67 |
| including | 74.0 | 151.0 | 77.0 | | | 38.1 | 55.2 | 112.6 | | 1.02 |
| MA12-328 | nsv | nsv | nsv | 155.1 | -43.1 | nsv | nsv | nsv | 80.0 | nsv |
| MA12-329 | nsv | nsv | nsv | 181.1 | -53.0 | nsv | nsv | nsv | 155.0 | nsv |
| MA12-330 | 21.0 | 204.0 | 183.0 | 170.2 | -61.6 | 160.3 | 18.5 | 179.4 | 341.0 | 0.65 |
| including | 169.0 | 204.0 | 35.0 | | | 30.7 | 148.7 | 179.4 | | 1.24 |
| MA12-331 | 51.0 | 99.0 | 48.0 | 159.3 | -47.2 | 35.0 | 37.4 | 72.6 | 131.0 | 0.60 |
| MA12-332 | 5.0 | 43.0 | 38.0 | 157.1 | -61.1 | 33.0 | 4.4 | 37.6 | 200.0 | 1.52 |
| MA12-333 | 64.0 | 218.0 | 154.0 | 192.4 | -64.9 | 123.8 | 58.0 | 197.4 | 251.0 | 0.57 |
| including | 106.0 | 168.0 | 62.0 | | | 49.8 | 96.0 | 152.1 | | 1.06 |
| MA12-334 | 6.0 | 36.0 | 30.0 | 179.6 | -45.1 | 20.6 | 4.3 | 25.5 | 37.0 | 1.72 |
| MA12-335 | 64.0 | 85.0 | 21.0 | 161.2 | -39.6 | 13.4 | 40.8 | 54.2 | 101.0 | 1.95 |
| MA12-336 | 10.0 | 88.0 | 78.0 | 162.0 | -50.8 | 60.4 | 7.7 | 68.2 | 120.5 | 1.04 |
| MA12-337 | 21.0 | 77.0 | 56.0 | 106.4 | -56.2 | 24.2 | 17.5 | 64.0 | 290.0 | 0.97 |
| MA12-338 | 78.0 | 162.0 | 84.0 | 182.6 | -49.5 | 60.9 | 59.3 | 123.2 | 260.0 | 1.02 |
| including | 90.0 | 149.0 | 59.0 | | | 42.8 | 68.4 | 113.3 | | 1.41 |
| MA12-339 | 60.0 | 132.0 | 72.0 | 169.6 | -50.0 | 55.0 | 46.0 | 101.1 | 242.0 | 0.98 |
| MA12-340 | 4.0 | 209.0 | 205.0 | 149.8 | -54.5 | 161.1 | 3.3 | 170.2 | 410.0 | 0.92 |
| including | 126.0 | 209.0 | 83.0 | | | 65.2 | 102.6 | 170.2 | | 1.65 |
| | 249.0 | 324.0 | 75.0 | | | 58.9 | 202.7 | 263.8 | | 0.73 |
| MA12-341 | 9.5 | 38.0 | 28.5 | 139.7 | -45.8 | 18.5 | 6.8 | 27.2 | 131.0 | 1.44 |
| MA12-342 | 324.0 | 329.0 | 5.0 | 149.3 | -49.6 | 3.7 | 246.7 | 250.5 | 329.0 | 4.34 |
| MA12-343 | 181.0 | 219.0 | 38.0 | 197.1 | -47.0 | 23.5 | 132.4 | 160.2 | 299.0 | 1.18 |
| | 236.0 | 263.0 | 27.0 | | | 16.7 | 172.6 | 192.3 | | 1.27 |
| MA12-344 | 8.8 | 57.0 | 48.2 | 163.1 | -54.0 | 39.0 | 7.1 | 46.1 | 230.0 | 1.39 |
| MA12-345 | 14.0 | 54.0 | 40.0 | 105.7 | -51.8 | 16.0 | 11.0 | 42.4 | 110.0 | 0.95 |
| MA12-346 | 191.0 | 214.0 | 23.0 | 153.4 | -50.8 | 17.5 | 148.0 | 165.8 | 251.0 | 0.70 |
| MA12-347 | 131.0 | 175.0 | 44.0 | 114.9 | -47.5 | 20.8 | 96.6 | 129.0 | 431.0 | 0.85 |
| | 260.7 | 274.0 | 13.3 | | | 6.3 | 192.2 | 202.0 | | 2.14 |
| | 422.0 | 425.0 | 3.0 | | | 1.4 | 311.1 | 313.3 | | 5.49 |

| | | | | | | | | | | |
|---|-------|-------|-------|-------|-------|-------|-------|-------|-------|------|
| MA12-348 | nsv | nsv | nsv | 160.4 | -45.3 | nsv | nsv | nsv | 88.4 | nsv |
| MA12-349 | 85.0 | 97.0 | 12.0 | 158.2 | -50.4 | 9.2 | 65.5 | 74.7 | 260.0 | 1.27 |
| | 144.0 | 167.0 | 23.0 | | | 17.6 | 111.0 | 128.7 | | 0.96 |
| MA12-350 | 50.0 | 88.0 | 38.0 | 149.4 | -39.6 | 23.3 | 31.9 | 56.1 | 392.0 | 0.84 |
| | 187.0 | 232.0 | 45.0 | | | 27.6 | 119.2 | 147.9 | | 1.07 |
| MA12-351 | 65.0 | 149.0 | 84.0 | 148.4 | -54.5 | 65.5 | 52.9 | 121.3 | 233.0 | 1.09 |
| MA12-352 | 175.0 | 251.0 | 76.0 | 114.9 | -47.5 | 35.9 | 129.0 | 185.1 | 446.0 | 1.00 |
| | 384.0 | 446.0 | 62.0 | | | 29.3 | 283.1 | 328.8 | | 0.99 |
| MA12-353 | 427.0 | 580.0 | 153.0 | 172.6 | -56.7 | 126.8 | 356.9 | 484.8 | 620.0 | 1.05 |
| MA12-354 | nsv | nsv | nsv | 157.9 | -52.5 | nsv | nsv | nsv | 209.0 | nsv |
| MA12-355 | 178.0 | 220.0 | 42.0 | 168.9 | -49.5 | 31.9 | 135.4 | 167.3 | 350.0 | 1.13 |
| MA12-356 | nsv | nsv | nsv | 184.0 | -56.6 | nsv | nsv | nsv | 103.0 | nsv |
| MA12-358 | 327.0 | 373.0 | 46.0 | 178.6 | -47.9 | 33.2 | 242.6 | 276.8 | 752.0 | 0.96 |
| | 528.0 | 577.0 | 49.0 | | | 35.3 | 391.8 | 428.1 | | 1.06 |
| MA12-360 | 80.0 | 102.0 | 22.0 | 159.1 | -45.5 | 15.6 | 57.1 | 72.8 | 135.5 | 1.53 |
| MA12-366 | 9.6 | 15.0 | 5.4 | 145.8 | -63.0 | 4.5 | 8.6 | 13.4 | 329.0 | 0.90 |
| | 120.0 | 135.0 | 15.0 | | | 12.6 | 106.9 | 120.3 | | 1.38 |
| True Width and Depth Below Surface Calculated from Azimuth and Dip of Hole. | | | | | | | | | | |



Drill hole location map, Magino mine gold project, Ontario

INSTRUCTION

If your company is engaged in oil and gas activities, the disclosure under Item 5 must also satisfy the requirements of Part 6 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.

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

Not applicable

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

Not applicable

INSTRUCTIONS

In certain circumstances where a material change has occurred and a Report has been or is about to be filed but subsection 7.1(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

Item 8. Executive Officer

The following executive officer (or the name of an officer through whom such executive officer may be contacted) of the Company is knowledgeable about the material change disclosed in this report.

Brian J. Maher, President & Chief Executive Officer
Business Telephone No.: 604-688-9006

Item 9. Date of Report

DATED THIS 29th Day of June 2012.