

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

July 6, 2012

Item 3. News Release

The date of the news release is July 6, 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 Signs Option Agreement on Akweska Lake Property

Item 5. Full Description of Material Change

Prodigy Gold Inc. ("Prodigy") has signed an option agreement with four individuals (the "Optionors") that allows Prodigy to earn up to a 100% interest in the 10.7 square kilometre Akweska Lake property (the "Property") located 50 kilometres southwest of Timmins, Ontario. The principal terms of the option agreement, which is subject to acceptance by the TSX Venture Exchange, are as follows:

- Prodigy will pay the Optionors \$20,000;
- Prodigy can exercise its option to acquire the Property within four years by paying the Optionors an additional \$180,000 and issuing to the Optionors 200,000 common shares of Prodigy;
- In the event of exercise of the option, the Property will be subject to a royalty of 2% of net smelter returns in favour of the Optionors, half of which may be acquired by Prodigy for \$1,000,000.

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 10th Day of July 2012