FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Brigadier Gold Limited
2345 Yonge Street, Suite 300
Toronto, Ontario

Item 2 Date of Material Change

February 16, 2007

Item 3 News Release

February 16, 2007 by Canadian newswire services.

Item 4 Summary of Material Change

The Company announced that it closed a private placement of 2,100,000 units for aggregate gross proceeds of $210,000.

Item 5 Full Description of Material Change

The Company announced today that it has completed a non-brokered private placement for an aggregate of 2,100,000 units at a purchase price of $0.10 per unit, for gross proceeds of $210,000. Each unit is comprised of one common share of the Company plus one common share purchase warrant. Each common share purchase warrant entitles the holder thereof to acquire one additional common share of the Company at any time up to November 16, 2007 at a price of $0.125 per common share.

NuWave Financial Ltd. of Vancouver received a 10% cash finder's fee on the placement in the amount of $21,000. The Company plans to use the proceeds from the offering to further fund general working capital and for exploration and development activities.

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Herb Kokotow, President & C.E.O.

(416) 410-7956

Item 9 Date of Report

February 16, 2007