

FALCON GOLD CORP.
855 Brant Street
Burlington, Ontario L7R 2J9

January 14, 2013

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

The name of the reporting issuer is Falcon Gold Corp. (the “**Issuer**” or the “**Corporation**”). Its head office is located at 855 Brant Street, Burlington, Ontario, L7R 2J6.

Item 2. **Date of Material Change**

The material change occurred on January 11, 2013.

Item 3. **News Release**

The Issuer disseminated a News Release and filed the News Release on SEDAR on January 14, 2013.

Item 4. **Summary of Material Change**

On January 11, 2013, the Board of Directors of the Corporation announced the resignation of Edward Stringer as President and CEO, and the appointment of Jamie Lavigne as interim President and CEO.

Item 5. **Full Description of Material Change**

Please refer to Item 4 and Schedule A attached hereto

Item 6. **Reliance on Subsection 7.1(2) of National Instrument 51-102**

The Issuer is not relying on sub-section 7.1(2) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report.

Item 7. **Omitted Information**

No information has been omitted from this report on the basis that it is confidential information.

Item 8. **Executive Officers**

For further information, please contact Jamie Lavigne, Chief Executive Officer of the Issuer, at (705) 524-3777.

Item 9. **Date of Report**

DATED at Burlington, Ontario this 14th day of January, 2013.

FALCON GOLD CORP.

Per:
Jamie Lavigne, Chief Executive Officer

**SCHEDULE A
PRESS RELEASE**

FALCON GOLD ANNOUNCES APPOINTMENT OF INTERIM PRESIDENT AND CEO

Sudbury, ON, January 14, 2013. Falcon Gold Corp. (**FG: TSX-V**), (“Falcon” or the “Company”) announces that Mr. Ed Stringer has resigned as President and CEO of the Company effective immediately and the board of directors has appointed current director, Mr. Jamie Lavigne, P.Ge. as interim President and Chief Executive Officer. Mr. Stringer is resigning due to health reasons and the Board of Directors wishes Mr. Stringer well and a speedy recovery. The Company will be considering alternatives for a full time CEO. Mr. Stringer will remain a Director of Falcon.

About Falcon Gold Corp.

Falcon Gold Corp. is a Canadian mineral exploration company focused on generating, acquiring, and exploring mining opportunities in the Americas.

On Behalf of the Board of Directors
FALCON GOLD CORP.

“Jamie Lavigne”

Jamie Lavigne, P.Ge.
President, CEO and Director

For Further Information:

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President, CEO and Director
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This news release may contain forward looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, native issues, etc. Forward looking statements address future events and conditions and therefor, involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.

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