FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

NV Gold Corporation (the "**Company**")
Suite 810 - 609 Granville Street
PO Box 10356 Pacific Centre
Vancouver, BC V7Y1G5

ITEM 2. DATE OF MATERIAL CHANGE

March 14, 2014.

ITEM 3. NEWS RELEASE

Issued on March 17, 2014 and disseminated through the facilities of Marketwire (Canada Timely Network).

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced it has entered into an option agreement (the "Agreement") with Evolving Gold Corp. ("EVG") under which the Company has been granted an option to acquire a 100% interest in the Rattlesnake Hills Project ("Rattlesnake Hills" or the "Property"). To exercise its option and acquire a 100% interest in Rattlesnake Hills, the Company must pay to EVG's subsidiary, Rattlesnake Mining (Wyoming) Company US$3,500,000 and issue 3,000,000 common share purchase warrants of the Company and 1,000,000 common shares of the Company in aggregate over two years. In order to fund the initial payments due under the Agreement and other expenses, the Company also announced two non-brokered private placements for aggregate proceeds of $670,000 (the "Placements"). The Placements will be made up of an offering of 2,221,000 units (the "Units) at $0.05 per Unit for proceeds of $111,050 and an offering of 11,179,000 special warrants (the "Special Warrants") for gross proceeds of $558,950.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

John E. Watson, the President and CEO and a director of the Company, is acquiring 2,221,000 Units and 7,679,000 Special Warrants under the Placements. In addition, Ron Schmitz, the Chief Financial Officer, and an associate of Bruce Scott, the Corporate Secretary of the Company, are acquiring 200,000 and 100,000 Special Warrants, respectively. Accordingly, the Placements are, to that extent, related party transactions under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**").

Mr. Watson currently holds 8,202,670 common shares of the Company ("Shares") representing 32.6% of the Company's issued and outstanding Shares. In addition, he holds 1,000,000 common share purchase warrants of the Company ("Warrants") and options to purchase 175,000 Shares. On completion of the Placements, he will hold 10,423,670 Shares, 7,679,000 Special Warrants, Warrants to purchase another 2,110,500 Shares and options to purchase 175,000 Shares. After conversion of the Special Warrants (assuming TSX Venture Exchange approval is obtained), Mr. Watson will hold

18,102,670 Shares representing 46.9% of the Company's issued and outstanding Shares. In addition, Mr Watson will hold Warrants to purchase another 5,950,000 Shares and options to purchase 175,000 Shares, or 54.2% of the Company's outstanding Shares on a partially-diluted basis assuming the sale of all of the Units and Special Warrants under the Placements, the conversion of all Special Warrants but the exercise of only his 5,950,000 Warrants and his 175,000 options. The Board of Directors approved the Placements by resolutions on which Mr. Watson did not vote with respect to his participation in the Placements.

Mr. Schmitz currently holds, directly and indirectly, 3,500 Shares representing less than 0.1% of the Company's issued and outstanding Shares. In addition, he holds options to purchase 340,000 Shares. After conversion of the Special Warrants (assuming TSX Venture Exchange approval is obtained), Mr. Schmitz will hold 203,500 Shares representing 0.5% of the Company's issued and outstanding Shares. In addition, Mr Schmitz will hold Warrants to purchase another 100,000 Shares and options to purchase 340,000 Shares, or 1.7% of the Company's outstanding Shares on a partially-diluted basis assuming the sale of all of the Units and Special Warrants under the Placements, the conversion of all Special Warrants but the exercise of only his 100,000 Warrants and his 340,000 options.

Mr. Scott currently holds 235,000 Shares representing less than 1% of the Company's issued and outstanding Shares. In addition, he holds Warrants to purchase 62,500 Shares and options to purchase 90,000 Shares. After conversion of the Special Warrants (assuming TSX Venture Exchange approval is obtained), Mr. Scott and his associates will hold 335,000 Shares representing less than 0.9% of the Company's issued and outstanding Shares. In addition, Mr. Scott and his associates will hold Warrants to purchase another 112,500 Shares and options to purchase 90,000 Shares, or 1.4% of the Company's outstanding Shares on a partially-diluted basis assuming the sale of all of the Units and Special Warrants under the Placements, the conversion of all Special Warrants but the exercise of only his/his associates 112,500 Warrants and his 90,000 options.

The Placement of the Special Warrants to Mr. Watson, Mr. Schmitz and Mr. Scott's associate are exempt from the formal valuation requirements of MI 61-101 pursuant to the exemptions contained in sections 5.5(b) of MI 61-101 (Issuer Not Listed on Specified Markets) on the basis that the Shares are only listed on the TSX Venture Exchange. However, the Company will be seeking minority shareholder approval of the Placements, insofar as the Placements involve Mr. Watson, Mr. Schmitz and Mr. Scott.

In connection with the Placements, Mr. Watson will enter into agreements with the Company containing customary provisions and, in respect of the Special Warrant Placement, on the same terms as the arm's length subscribers to the Placements.

The Company did not file a material change report more than 21 days before the expected closing of the Placements as the details of the Placements and the participation therein by related parties of the Company were not settled until shortly prior to announcing them and the Company wishes to close them on an timely basis for sound business reasons.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

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

ITEM 8. EXECUTIVE OFFICER

Contact: Ron Schmitz, Chief Financial Officer
Telephone: (604) 685-7450

ITEM 9. DATE OF REPORT

DATED: March 17, 2014.

NV GOLD CORPORATION
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March 17, 2014 **Trading Symbol: NVX**

NV GOLD OPTIONS RATTLESNAKE HILLS PROPERTY AND ANNOUNCES $670,000 IN PRIVATE PLACEMENTS

Vancouver, British Columbia – NV Gold Corporation (TSX-V: NVX) (the "Company") announced today that it has entered into an option agreement (the “Agreement”) with Evolving Gold Corp. (“EVG”) under which the Company has been granted an option to acquire a 100% interest in the Rattlesnake Hills Project (“Rattlesnake Hills” or the “Property”). In order to fund the initial payments due under the Agreement and other expenses, the Company also announced two non-brokered private placements for aggregate proceeds of $670,000 (the “Placements”).

Rattlesnake Hills is located in Natrona County, Wyoming, USA. Recent drilling, since 2008, is comprised of 182 drill holes totalling 71,083m. Two deposits have thus far been identified: North Stock and Antelope Basin. North Stock is about 400m by 200m wide, trends north-northeast, and is open at depth and along strike. Mineralization has been drilled to as far as 500m below the surface. Mineralization at Antelope Basin has been identified in an area of 200m by 350m to a depth of 200m, trends northeast, and is open along strike.

The Property has been the subject of previous work by several operators, including, most recently, EVG and Agnico-Eagle Mines. The Project land package is comprised of 644 lode mining claims covering approximately 5,235 hectares and Wyoming State leases covering an additional 533 hectares.

Previous work by all operators on the Property is extensive, including 228 drill holes (mostly diamond), totaling nearly 77,000 meters. Core from drilling in the past six years has been retained by EVG. Additionally, various surface and airborne surveys have been completed, along with extensive surface work programs (e.g. mapping, soil sampling, chip sampling). To date, no NI 43-101 compliant resource calculation has been completed on the Property.

John E. Watson, the President and CEO of the Company commented “The acquisition of the Rattlesnake Hills Project is an extremely exciting undertaking for the Company. The known mineralization on the property is extensive with two known gold deposits open for enlargement and numerous targets only partially-drilled, with others identified that are completely undrilled. The gold-bearing alkalic system at Rattlesnake is analogous to the Zortman-Landusky and Golden Sunlight deposits in Montana, the Bald Mountain Deposit in North Dakota and to the Cripple Creek deposits in Colorado. Potential for additional discovery on the Property is considered substantial”.

In order to exercise its option and acquire a 100% interest in Rattlesnake Hills, the Company must pay to EVG’s subsidiary, Rattlesnake Mining (Wyoming) Company (“EVG US”) US$3,500,000 and issue 3,000,000 common share purchase warrants of the Company (“Warrants”) and 1,000,000 common shares of the Company (“Shares”) in aggregate as follows:

(i) on execution of the Agreement, US$100,000 as a non-refundable deposit (the "Deposit") and US$300,000 (the "Down Payment") to EVG US' counsel for forwarding to EVG US upon TSX Venture Exchange ("TSXV") acceptance or return to the Company if TSXV acceptance of the Agreement is not issued within 45 days of March 14, 2014;

(ii) upon TSXV acceptance, US$100,000 and 1,000,000 Warrants, each such Warrant exercisable to acquire one Share at CDN$0.10 per Share for 36 months from the date of issue;

(iii) on or before August 1, 2014, US$200,000;

(iv) on or before September 15, 2014, 1,000,000 Warrants, each such Warrant exercisable to acquire one Share at CDN$0.10 per Share until September 15, 2016;

(v) on or before November 1, 2014, US$800,000;

(vi) on or before the first anniversary of TSXV acceptance, US$1,000,000 and 1,000,000 Warrants, each such Warrant exercisable to acquire Share at CDN$0.10 per Share for a period of 18 months from the date of issue; and

(vii) on or before the second anniversary of execution, US$1,000,000 and 1,000,000 Shares.

The Company and EVG are at arm's length.

The Placements will be made up of an offering of 2,221,000 units (the "Units) at $0.05 per Unit for proceeds of $111,050 and an offering of 11,179,000 special warrants (the "Special Warrants") for gross proceeds of $558,950. Each Unit will consist of one Share and one-half of one Warrant exercisable at CDN$0.10 per share for 18 months from issue of the Units. Each Special Warrant will be automatically converted into a unit (a "SW Unit") for no additional consideration upon receipt of TSXV acceptance of the Agreement within 45 days of March 14, 2014. If TSXV acceptance of the Agreement is not received within such 45 day period, the Special Warrants will automatically be retracted and the subscription proceeds returned to the subscribers. The SW Units will consist of one Share and one-half of one Warrant exercisable at CDN$0.10 per share for 18 months from issue of the Special Warrants. John E. Watson, the President and CEO and a director of the Company, is purchasing the 2,221,000 Units and 7,679,000 of the Special Warrants and the Chief Financial Officer and an associate of the Corporate Secretary of the Company are purchasing 300,000 Special Warrants, collectively.

The Agreement and the Placements are subject to the approval of the TSXV and the insiders' participation in the Placements is subject to majority of the minority shareholder approval.

On behalf of the Board of Directors,

(sgd.) "John E. Watson"
President and CEO

For further information, visit the Company's website at www.nvgoldcorp.com or contact:

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Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward Looking Statements

This news release includes certain forward-looking statements or information. All statements other than statements of historical fact included in this release, including, without limitation, statements regarding the geological potential of the property or other properties to which it might be analogous and other future plans and objectives of the Company are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's plans or expectations include regulatory issues, market prices, availability of capital and financing, general economic, market or business conditions, timeliness of government or regulatory approvals and other risks detailed herein and from time to time in the filings made by the Company with securities regulators. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise except as otherwise required by applicable securities legislation.