FRONTLINE GOLD CORPORATION

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Frontline Gold Corporation (the "Corporation")
802 – 1550 Bedford Highway
Bedford, NS B4A 1E6

Item 2. Date of Material Change

June 8, 2011

Item 3. News Release

A news release with respect to the material change referred to in this report was issued by the Corporation through Marketwire and filed on the system for electronic document analysis and retrieval (SEDAR) on June 8, 2011.

Item 4. Summary of Material Change

The Corporation announced the closing of the first tranche of a previously disclosed private placement (the "Offering") of units ("Units") at a price of $0.15 per Unit.

Item 5.1. Full Description of Material Change

The Corporation announced the closing of the first tranche of the Offering of Units at a price of $0.15 per Unit. A total of 4,419,935 Units were sold on a non-brokered basis under the first tranche of the Offering for aggregate gross proceeds of approximately $660,000. Certain directors and members of the Company's management participated in the first tranche of the Offering. Each Unit is comprised of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one common share of the Company at a price of $0.20 per common share until December 8, 2012. In connection with the first tranche of the Offering, the Company paid finder's fees of $20,334 and issued an aggregate of 135,562 non-transferable finder's warrants exercisable until December 8, 2012 at an exercise price of $0.15 per common share. All securities issued in connection with the Offering are subject to a hold period expiring on October 9, 2011. The net proceeds from the Offering will be used to advance the exploration of the Company's mineral properties, for working capital purposes and for general corporate purposes. A second tranche of the Offering is expected to close prior to July 8, 2011. The Offering is subject to the final approval of the TSX Venture Exchange.

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

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Executive Officer**

Walter Henry, Chief Executive Officer, (416) 414-5825

Item 9. **Date of Report**

June 14, 2011