

**Form 51-102F3**  
***Material Change Report***

**Item 1           Name and Address of Company**

TriStar Gold Inc. (the “**Company**”)  
16360 Park Ten Place, Suite 125  
Houston, Texas 77084

**Item 2           Date of Material Change**

September 2, 2014

**Item 3           News Release**

Issued September 2, 2014 and distributed through the facilities of TheNewswire.

**Item 4           Summary of Material Change**

TriStar appoints Investor Relations Firm and grant stock options.

**Item 5           Full Description of Material Change**

**5.1           Full Description of Material Change**

Please see the attached news release for a full description of the material change.

**5.2           Disclosure for Restructuring Transactions**

Not applicable.

**Item 6           Reliance on subsection 7.1(2) or (3) 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:       Mark E. Jones III, Chairman and CEO  
Telephone:     (281) 579-3400

**Item 9           Date of Report**

September 4, 2014.



**September 2, 2014**

**Trading Symbol: TSG-TSX.V**

### **TriStar Appoints Investor Relations Firm**

**Houston, TX** - TriStar Gold Inc. (the Company) is pleased to announce that has entered into a consulting agreement with Transcend Resource Group to provide investor relations services, subject to regulatory and TSX Venture Exchange approval. Transcend will initiate and maintain contact with the financial community, and investors in North America and Europe for the purpose of increasing awareness of the company and its activities.

The initial term of the agreement between the company and Transcend is for a one-year period subject to renewal or earlier termination by either party under the terms of the agreement. Transcend will receive a monthly fee of \$2,500 over the course of the agreement. In addition, subject to regulatory approval, Transcend will be granted 250,000 options at a price of \$0.20. The stock options will vest as to 50% in three months and the balance in six months

#### **About Transcend Resource Group**

Transcend Resource Group is a Vancouver-based full-service investor relations company that assists micro-, small and mid-cap public companies with market awareness campaigns, and helps them gain valued industry exposure through its large network of retail and institutional clients.

#### **About TriStar:**

TriStar Gold is a gold exploration company focused on high-potential properties in Brazil. In addition to Castelo de Sonhos, TriStar holds another exploration project in the Tapajós district known as the Bom Jardim Property. The Company's shares are listed on the TSX Venture Exchange under the symbol TSG-V. Further information is available at [www.tristarau.com](http://www.tristarau.com)

#### **For further information, please contact:**

**TriStar Gold Inc.**  
Mark Jones III  
Chairman and CEO  
281-579-3400  
[info@tristarau.com](mailto:info@tristarau.com)

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

#### Forward-Looking Statements

Certain statements contained in this press release may constitute forward-looking statements under Canadian securities legislation which are not historical facts and are made pursuant to the "safe harbour" provisions under the United States Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based upon the Company's reasonable expectations and business plan at the date hereof, which are subject to change depending on economic, political and competitive circumstances and contingencies. Readers are cautioned that such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause a change in such assumptions and the actual outcomes and estimates to be materially different from those estimated or anticipated future results, achievements or position expressed or implied by those forward-looking statements. Risks, uncertainties and other factors that could cause the Company's plans to change include changes in demand for and price of gold and other commodities (such as fuel and electricity) and currencies; changes or disruptions in the securities markets; legislative, political or economic developments in Brazil; the need to obtain permits and comply with laws and regulations and other regulatory requirements; the possibility that actual results of work may differ from projections/expectations or may not realize the perceived potential of the company's projects; risks of accidents, equipment breakdowns and labour disputes or other unanticipated difficulties or interruptions; the possibility of cost overruns or unanticipated expenses in development programs; operating or technical difficulties in connection with exploration, mining or development activities; the speculative nature of gold exploration and development, including the risks of diminishing quantities of grades of reserves and resources; and the risks involved in the exploration, development and mining business. 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.

**TriStar Gold, Inc.**

**16360 Park Ten Place, Suite 125, Houston, Texas 77084 | Tel: 281.579.3400 Fax: 281.579.9799**