

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Reporting Issuer

NuLegacy Gold Corporation (the "Issuer")
1000 – 355 Burrard Street
Vancouver, B.C. V6C 2G8

Item 2. Date of Material Change

August 31, 2011

Item 3. Press Release

The Issuer issued a press release on August 31, 2011 through the facilities of Marketwire via TSX Venture distribution network.

Item 4. Summary of Material Change

The Issuer is reporting additional assays from drilling in the Long Fault Anomaly of its 45 square mile Red Hill Prospect in Nevada. Since the start of drilling in November 2010 the Issuer has completed nine 350-550 meter deep holes totaling 3,571 meters into the Long Fault Anomaly. These widely spaced holes (the closest are about 400 meters apart) have encountered strongly altered and mineralized members of the Devonian Horse Canyon Formation which hosts gold in several of the deposits in the [Cortez](#) Segment of the Battle Mountain-Eureka Trend. Significant gold grades have been encountered over intervals of up to 12.2 meters within much wider intervals of anomalous gold, and equally important they are associated with the trace element suite that is typical of Carlin-type gold deposits.

Item 5. Full Description of Material Change

The Issuer is reporting additional assays from drilling in the Long Fault Anomaly of its 45 square mile Red Hill Prospect in Nevada.

"Given the wide spacing of the drill holes, the strongly anomalous gold, and the associated pathfinder elements our interpretation is that the drilling has encountered the margins of a Carlin-type gold deposit", says Dr. Roger Steininger, NuLegacy's Chief Operating Officer.

Since the start of drilling in November 2010 the Issuer has completed nine 350-550 meter deep holes totaling 3,571 meters into the Long Fault Anomaly - [see drill map](#). These widely spaced holes (the closest are about 400 meters apart) have encountered strongly altered and mineralized members of the Devonian Horse Canyon Formation which hosts gold in several of the deposits in the [Cortez](#) Segment of the Battle Mountain-Eureka Trend. As outlined in the following table significant gold grades have been encountered over intervals of

up to 12.2 meters within much wider intervals of anomalous gold, and equally important they are associated with the trace element suite that is typical of Carlin-type gold deposits.

Hole Number	From	To	Length (meters)	Grade	Best 1.5 meter	Reported
RHM10-001	202.7	236.2	33.5	anomalous		Jan. 13, 2011
including	204.2	210.3	6.1	0.28 g/t	0.662 g/t	
RHM10-002	54.9	70.1	15.2	anomalous		Jan. 13, 2011
	292.6	313.9	21.3	anomalous		
including	295.7	304.8	9.1	0.41 g/t	0.702 g/t	
RHM10-003	No significant intercepts					
RHM10-004	32.0	53.3	21.3	anomalous		Jan. 13, 2011
RHM11-005	62.5	77.7	15.2	anomalous		July 5, 2011
RHM11-006	185.9	260.6	74.7	anomalous		
including	190.5	202.7	12.2	0.45 g/t	1.874 g/t	July 5, 2011
and	291.1	336.8	45.7	anomalous		
RHM11-007	92.9	114.3	21.4	anomalous		Aug. 31, 2011
and	143.3	149.4	6.1	0.13 g/t	0.296 g/t	
RHM11-008	96	123.4	27.4	anomalous		Aug. 31, 2011
RHM11-009	298.7	330.7	32	anomalous		Aug. 31, 2011
including	298.7	303.3	4.6	0.61 g/t	0.794 g/t	
N.B. - anomalous is between 10 and 100 ppb Au (0.010 and 0.10g/T) and all reported assays are calculated using a 0.1g/T gold cutoff. The intercepts are not necessarily true widths as there is insufficient data with respect to the shape of the mineralization to calculate its true orientation in space.						

More drilling is being planned for the Long Fault Anomaly this fall and next spring to test this model. Next spring's drilling targets will be developed over the winter from the results of the soil gas survey currently underway, a deep penetration IP survey that will be conducted after this fall's drilling is completed, and the analysis of all the assays and consequent cross-sections derived from this year's exploration programs. A more comprehensive analysis will be posted on the COO Update page at www.NuLegacyGold.com in mid-September.

The Long Fault Anomaly, which is a part of Miranda Gold Corp's (MAD:TSXV) portion of the 45 square mile Red Hill Prospect, is being drilled by Boart Longyear of Elko, Nevada as directed by Dr. Steininger. All of the analytical work is being performed by American Assay Labs of Sparks, NV. Sufficient commercially prepared standards, blanks, and duplicates are inserted to assure quality analytical results. The technical disclosures in this material change report have been reviewed by Dr. Steininger a Qualified Person as defined by National Instrument 43-101 of the Canadian Securities Administrators.

The Issuer's 45 square mile Red Hill Prospect straddles the Cortez Segment of the Battle Mountain-Eureka Gold Trend. The [Cortez Segment](#) is a three plus mile wide and 25+ mile long west-northwest alignment of large bulk-mineable, sediment-hosted gold deposits. It includes the Pipeline Complex (which NuLegacy's COO is credited with discovering in 1989), the Cortez and the Cortez Hills gold mines as well as the current ET Blue-Lower Horse Canyon gold discovery.

These gold deposits, which are all owned by Barrick Gold Corp, have collective gold reserves of 40+ million ounces and have produced in excess of 10 million ounces of gold to date. The Red Hill Prospect, with geology similar to that of these en echelon gold deposits, is respectively 21, 15 and seven miles southeast of the Pipeline mine, Cortez Hills mine and the ET Blue-Lower Horse Canyon discovery.

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

This report is not being filed on a confidential basis.

Item 7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8. Senior Officers

To obtain further information contact CEO, Albert Matter, at 604-638-4959.

DATED this September 6, 2011

"Albert Matter"

Albert J. Matter, CEO

This material change report contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Readers are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. See the cautionary statement "Forward-Looking Statements" and "Risk Factors" in the Company's prospectus dated November 10, 2010 available on SEDAR at www.sedar.com. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances save as required under applicable securities legislation.