

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

**Item 1.     Reporting Issuer**

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

**Item 2.     Date of Material Change**

August 18 and 19, 2014

**Item 3.     Press Release**

The Issuer issued press releases on August 18, 2014 and August 20, 2014 through the facilities of Marketwire's TSX Venture disclosure network.

**Item 4.     Summary of Material Change**

August 18, 2014 - The Issuer has arranged a non-brokered private placement with Waterton Precious Metals Fund II Cayman, LP ("**Waterton**") consisting of 28,250,000 common shares at a price of \$0.125 per share for gross proceeds of \$3,531,250, which shares will represent 19.9% of the issued and outstanding shares of the Issuer upon completion of the private placement.

August 20, 2014 - The Issuer has completed its previously announced private placement with Waterton consisting of 28,250,000 common shares at a price of \$0.125 per share for gross proceeds of \$3,531,250 representing 19.9% of the issued and outstanding shares of the Issuer. The shares are subject to a 4 month hold period expiring December 20, 2014.

The proceeds of the private placement will be used for exploration on the Issuer's Iceberg gold deposit in Nevada, general working capital and other corporate purposes. No finder's fees or warrants were issued in respect of the private placement.

Waterton has the right to nominate one director to the Issuer's board, participate pro rata in all future issuances of shares or convertible securities of the Issuer and a first right to purchase any shares of the Issuer offered to it by third parties. Waterton has agreed to provide the Issuer a three year voting trust agreement over its shares.

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

August 18, 2014 - See attached news release dated August 18, 2014.

August 20, 2014 - See attached news release dated August 20, 2014.

**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, James Anderson, at 604-638-4959.

**DATED** this 20th day of August, 2014

*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 Issuer. 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. All of the forward-looking statements made in this material change report are qualified by these cautionary statements and those in our continuous disclosure filings available on SEDAR at [www.sedar.com](http://www.sedar.com) including our annual management's discussion and analysis dated July 25, 2014 for the year ended March 31, 2014. These forward-looking statements are made as of the date hereof and the Issuer does not assume any obligation to update or revise them to reflect new events or circumstances save as required under applicable securities legislation.*



*NuLegacy Gold*  
CORPORATION

**- NuLegacy Gold Arranges \$3.5 Million Financing -**

August 18, 2014 – Reno, NV – NuLegacy Gold Corporation reports arranging a \$3.5 million financing at \$0.125 per share by way of a non-brokered private placement of 28.25 million shares with Waterton Precious Metals Fund II Cayman, LP (“Waterton”).

Waterton Global Resource Management, manager of the fund, is a private investment firm based in Toronto specializing in the metals and mining sector. It has a proven track record of creating and building value by combining extensive technical expertise with a disciplined approach to investment management. Waterton Precious Metals Fund II closed with capital commitments in excess of U.S. \$1 billion in April of this year.

This financing strengthens NuLegacy’s working capital with proceeds to be used for exploration on the Company's Iceberg gold deposit in Nevada, general working capital and other corporate purposes. The 28,250,000 shares to be issued will represent 19.9% of the then outstanding shares for the consideration of \$3,531,250 and will be subject to a 4 month hold period. No finder’s fees or warrants will be issued in respect of this financing. Closing of the transaction is subject to conditional acceptance of the TSX Venture Exchange.

Waterton will have the right to nominate one director to the Company's board, participate pro rata in all future issuances of shares or convertible securities of the Company and a first right to purchase any shares of the Company offered to the Company by third parties. Waterton has agreed to provide the Company a three year voting trust agreement over its shares.

*NuLegacy Gold Corporation is a Nevada based company focused on delineating gold resources in its near-surface Iceberg oxide gold deposit. The Iceberg gold deposit, located on a 60 square km [portion](#) of Barrick Gold Corporation’s prolific Cortez gold trend, has similar geology to that of Barrick’s immediately adjacent multi-million ounce Goldrush gold [discovery](#).<sup>i</sup>*

ON BEHALF OF THE BOARD OF DIRECTORS OF NULEGACY GOLD CORPORATION

James E Anderson, Chief Executive Officer

For further information, please phone 604-638-4959 or contact James Anderson at [james@nuggold.com](mailto:james@nuggold.com), Albert Matter at [albert@nuggold.com](mailto:albert@nuggold.com) or Roger Steininger, COO at [roger@nuggold.com](mailto:roger@nuggold.com); or visit [www.nulegacygold.com](http://www.nulegacygold.com).

Neither the 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 news release.

*This news release 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. There are no known resources or reserves on the Iceberg deposit or the Red Hill project and the proposed exploration programs are exploratory searches for commercial bodies of ore. In addition, the presence of gold deposits on properties adjacent or in close proximity to the Iceberg Deposit or Red Hill project is not necessarily indicative of the gold mineralization on the Iceberg Deposit or Red Hill project. All of the forward-looking statements made in this news release are qualified by these cautionary statements and those in our continuous disclosure filings available on SEDAR at [www.sedar.com](http://www.sedar.com) including our annual management's discussion and analysis dated July 25, 2014 for the year ended March 31, 2014. 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.*

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<sup>i</sup> As reported by Barrick, as of December 31, 2013, the Goldrush deposit contained a resource of 423,000 ozs gold (3.1 million tons grading 0.137 oz/ton – measured), 9,537,000 ozs gold (72.5 million tons grading 0.132 oz/ton - indicated) and 5,555,000 ozs gold (39.5 million tons grading 0.141 - inferred). The close proximity of the Goldrush deposit to the Iceberg project is not necessarily indicative of the mineralization contained in the Iceberg project.



*NuLegacy Gold*  
CORPORATION

**- NuLegacy Gold Closes \$3.5 Million Financing -**

August 20, 2014 – Reno, NV – NuLegacy Gold Corporation is pleased to announce the closing of the \$3.5 million financing announced August 18, 2014 with the issue of 28.25 million shares at a price of \$0.125 per share to Waterton Precious Metals Fund II Cayman, LP (“Waterton”).

Waterton Global Resource Management, Inc., investment adviser to Waterton, is a private equity firm based in Toronto specializing in the metals and mining sector. It has a proven track record of creating and building value by combining extensive technical expertise with a disciplined approach to investment management. Waterton closed capital commitments in excess of U.S. \$1 billion in March of this year. Waterton’s very capable technical people are familiar with Carlin-type geology, which provides NuLegacy Gold with access to additional geological talent to augment our highly successful Carlin-type deposit exploration team.

*“This financing is an important milestone for NuLegacy Gold”, says NuLegacy’s CEO James Anderson, “It strengthens our balance sheet and enrolls a substantial mining industry savvy partner for our Nevada opportunities”.*

The proceeds of this financing will be used for exploration on the Company's Iceberg gold deposit in Nevada, general working capital and other corporate purposes. The 28,250,000 shares issued for consideration of \$3,531,250 represent 19.9% of the outstanding shares and are subject to a 4 month hold period ending December 20, 2014. No finder’s fees or warrants have been issued in respect of this financing.

Waterton has the right to nominate one director to the Company's board, participate pro rata in all future issuances of shares or convertible securities of the Company and a first right to purchase any shares of the Company offered to it by third parties. Waterton has agreed to provide the Company a three year voting trust agreement over its shares.

*NuLegacy Gold has discovered a classic Carlin-type oxidized gold deposit (the Iceberg) with a potential exploration target<sup>i</sup> of 90 to 110 million tonnes grading between 0.70 gram and 1.00 gram of gold/tonne in the famed Cortez gold-trend of Nevada. The Iceberg is on a 60 sq. km portion of the Cortez optioned from Barrick Gold Corporation, and on trend with Barrick’s three multi-million ounce Carlin-type deposits that are its largest, lowest cost and politically safest gold mines in the world. The Iceberg is adjacent<sup>ii</sup> to the third of these, the Goldrush deposit<sup>iii</sup> which is the most significant green-field discovery by a major gold producer in the past five years.*

*NuLegacy's fully funded 2014-15 exploration programs are designed to complete the earn-in to a 70% working interest in the Iceberg; they are focused on finding the higher grade cores usually associated with the Cortez's Carlin-type gold deposits that make them such extraordinary prizes.*

ON BEHALF OF THE BOARD OF DIRECTORS OF NULEGACY GOLD CORPORATION

James E Anderson, Chief Executive Officer

For further information, please phone 604-638-4959 or contact James Anderson at [james@nuggold.com](mailto:james@nuggold.com), Albert Matter at [albert@nuggold.com](mailto:albert@nuggold.com) or Roger Steininger, COO at [roger@nuggold.com](mailto:roger@nuggold.com); or visit [www.nulegacygold.com](http://www.nulegacygold.com).

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<sup>i</sup> As reported in our Sept. 5th, 2013 news release these figures are a conceptual exploration target only and should not be construed as a calculated resource under NI 43-101 standards as insufficient exploration has been completed to date to define such a resource and there are no assurances that additional exploration will confirm the existence of a NI-43-101 resource. They are based on reasonable assumptions made from a compilation of 149 historic drill holes and 27 NuLegacy holes drilled in and around the Iceberg deposit.

<sup>ii</sup> The close proximity of the Goldrush deposit to the Iceberg deposit is not necessarily indicative of the gold mineralization in the Iceberg deposit.

<sup>iii</sup> As reported by Barrick as of December 31, 2013, the Goldrush deposit contained a resource of 423,000 ounce of gold (3.1 million tons grading 0.137 oz/ton – measured), 9,537,000 ounces (72.5 million tons grading 0.132 oz/ton - indicated) and 5,555,000 ounce (39.5 million tons grading 0.141 - inferred).