

Form 51-102F3
MATERIAL CHANGE REPORT

Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

1. Name and Address of Company

PMI Gold Corporation (“PMI” or the “Company”)
408 – 837 West Hastings Street
Vancouver, BC V6C 3N6

2. Date of Material Changes

February 26, 2013.

3. News Release

A news release describing the material change was issued by the Company on February 26, 2013 through Marketwire and filed on SEDAR. The news release was also filed with the BC Securities Commission, Alberta Securities Commission, Saskatchewan Financial Services Commission, The Manitoba Securities Commission, Ontario Securities Commission, New Brunswick Securities Commission, Nova Scotia Securities Commission, Registrar of Securities, Prince Edward Island and Securities Commission of Newfoundland and Labrador Securities Commissions via SEDAR; with the Australian Securities Exchange on asx.com.au.

4. Summary of Material Change

PMI Gold Corporation advises that Peter Buck has resigned as Chairman and Non-Executive Director of PMI, effective immediately. Ross Ashton, a current Non-Executive Director, will assume the Chairman’s position on an interim basis. Mr. Ashton has been a Non-Executive Director of the Company since its ASX listing in December 2010. He was previously Managing Director and Chairman of Red Back Mining Ltd.

5. Full Description of Material Change

See attached News Release.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Marion McGrath, Corporate Secretary
Tel: (604) 684-6264

9. Date of Report

February 26, 2013.

PMI GOLD

C O R P O R A T I O N

News Release #05-13

February 26, 2013

Toronto Stock Exchange: PMV

Australian Securities Exchange: PVM

Frankfurt: PN3N.F

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RESIGNATION OF CHAIRMAN

PMI Gold Corporation (TSX: PMV, ASX: PVM, Frankfurt: PN3N.F) (“PMI” or the “Company”) advises that Peter Buck has resigned as Chairman and Non-Executive Director of PMI, effective immediately. Ross Ashton, a current Non-Executive Director, will assume the Chairman’s position on an interim basis. Mr. Ashton has been a Non-Executive Director of the Company since its ASX listing in December 2010. He was previously Managing Director and Chairman of Red Back Mining Ltd.

Mr. Buck has decided to resign after the termination of the planned merger with Keegan Resources which was announced last week following a determination that it was unlikely that PMI's shareholders would approve the merger.

Mr. Ashton said, “On behalf of the Board of Directors and Management of PMI, I would like to express our gratitude to Peter for his significant contribution to PMI, commencing with its ASX listing in December 2010, and for the many hours of tireless and valuable service he has given to the Company during his time as Chairman.”

“My focus will be on the recruitment of a Non-Executive independent Chairman and advancing Obotan to an investment decision,” Mr. Ashton said.

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