

Form 51-102F3

Material Change Report

**Material change report under section 7.1(2) or (3) of National instrument
Regulation: 51-102**

ITEM 1 REPORTING ISSUER

Mongolia Growth Group Ltd. (the « Company »)
1400 700 - 2nd Street SW
Calgary Alberta
T2P 4V5

ITEM 2 DATE OF MATERIAL CHANGE

August 12, 2013

ITEM 3 PRESS RELEASE

A press release reporting the material change was issued by the Company on August 12, 2013 through Financial Services Canada Inc.

ITEM 4 SUMMARY OF MATERIAL CHANGE

Mongolia Growth Group Ltd. (“**MGG**” or the “**Corporation**”) (TSXV: YAK) is pleased to announce a non-brokered private placement offering of up to 3,076,923 units of the Corporation (“**Units**”) at a purchase price of \$3.25 per Unit on a best efforts basis, for gross proceeds of up to \$10,000,000 (the “**Offering**”). Each Unit shall consist of one common share in the capital of the Corporation (“**Common Share**”) and one half of one Common Share purchase warrant of the Corporation (“**Warrant**”).

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

Mongolia Growth Group Ltd. (“**MGG**” or the “**Corporation**”) (TSXV: YAK) is pleased to announce a non-brokered private placement offering of up to 3,076,923 units of the Corporation (“**Units**”) at a purchase price of \$3.25 per Unit on a best efforts basis, for gross proceeds of up to \$10,000,000 (the “**Offering**”). Each Unit shall consist of one common share in the capital of the Corporation (“**Common Share**”) and one half of one Common Share purchase warrant of the Corporation (“**Warrant**”).

The closing of the Offering is expected to occur on or about September 13, 2013 (the “**Closing Date**”) and is subject to the completion of formal documentation and receipt of regulatory approval, including the conditional approval of the TSX Venture Exchange Inc. (the “**Exchange**”).

The Warrants will be created and issued pursuant to the terms of a warrant indenture to be dated the Closing Date between the Corporation and the warrant agent thereunder. Each full Warrant will be exercisable into one Common Share at a price of \$3.75 per Common Share. Subject to the approval of the Exchange, the Warrants will expire on the earlier of: (i) the date that is five years from the closing date; and (ii) the date that is 60 days after the 10th consecutive trading day on which the Common Shares trade at a volume weighted average price of CDN\$6.00 or higher. The Corporation currently intends to list the Warrants for trading on the Exchange. There can be no assurance that such listing will be completed.

MGG intends to use the net proceeds from the Offering to acquire additional property assets in Ulaanbaatar Mongolia and for other general working capital requirements.

In certain instances, MGG may engage eligible persons to act as agents or finders with respect to assisting in obtaining subscriptions for the Offering. The Corporation may pay a fee to such persons in accordance with the policies of the Exchange.

It is anticipated that certain insiders of the Corporation may participate in the Offering.

All Common Shares, Warrants, and any Common Shares into which such securities may be converted shall be subject to a four (4) month statutory hold period from the Closing Date.

For further information on MGG please visit our website: www.MongoliaGrowthGroup.com

Or contact:

Jordan Calonego

Jordan@mongoliagrowthgroup.com

1 (807) 346-8688

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.

ITEM 8 EXECUTIVE OFFICER

Jordan Calonego, CFA
Chief Operating Officer

ITEM 9 DATE OF REPORT

DATED in the Province of Ontario, this 16th day of August, 2013.

By:(signed) "Jordan Calonego"
COO



Mongolia Growth Group Ltd. Announces Private Placement Offering

Thunder Bay, Canada, August 12, 2013 /FSC/ - Mongolia Growth Group Ltd. (YAK - TSXV)

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Cautionary Statements

This news release contains statements that, to the extent that they are not historical fact, may constitute "forward-looking information" within the meaning of applicable securities legislation. Wherever possible, words such as "may", "would", "could", "should", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate", "aim", "endeavour" and similar expressions have been used to identify these forward-looking statements. These statements reflect Management's current beliefs based on its experience and expertise with respect to future events and are based on information currently available to Management. Management uses forward-looking statements because it believes they provide useful information with respect to the Corporation, and cautions readers that the information may not be appropriate for other purposes and should not be read as guarantees of future performance or results. In particular, this presentation contains forward-looking statements pertaining to the following: the completion and timing of the Offering; the use of proceeds of the Offering; the listing of the Warrants on the Exchange; the receipt of regulatory and Exchange approval of the Offering; the payment of a commission to finders; and insider participation in the Offering.

Although the Corporation believes that the expectations reflected by the forward-looking statements in this release, these forward-looking statements have been based on assumptions and factors concerning future events that may prove to be inaccurate. Those assumptions and factors are based on information currently available to the Corporation about itself and the businesses in which it operates. The material factors and assumptions used to develop the forward-looking statements include but are not limited to: that management will be able to raise adequate proceeds from the Offering; that the Corporation will obtain all necessary regulatory approvals for the Offering and the listing of the Warrants; that the Corporation will use finders or agents to obtain subscriptions to the Offering; and that the board of directors will not determine that it is in the best interests of the Corporation to change the intended use of proceeds. Risk Factors that could cause actual results or outcomes to differ materially from the results expressed or implied by forward-looking information include, among other things: the failure to obtain the required approvals for the Offering and listing of the Warrants in a timely fashion or at all, general economic conditions and market risks relating to the Corporation's

business. The Corporation cautions the reader that the above list of risk factors is not exhaustive.

The forward-looking information contained in this release is made as of the date hereof and the Corporation is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release.

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