

**RANDBURG INTERNATIONAL GOLD CORP.**

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Randsburg International Gold Corp., Suite 1101 – 44 Victoria Street, Toronto, ON M5C 1Y2.

**Item 2. Date of Material Change**

April 5, 2012.

**Item 3. News Release**

The Press Release was sent on April 5, 2012 via Market Wire (copy attached hereto.)

**Item 4. Summary of Material Change**

The Issuer announced today that it is seeking to extend the expiry date of certain outstanding warrants and has agreed to grant incentive stock options.

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

Please refer to the Issuer's Press Release of April 5, 2012, a copy of which is attached hereto.

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

Confidentiality is not requested.

**Item 7. Omitted Information**

No significant facts have been omitted in respect of the material change.

**Item 8. Executive Officer**

The following senior officer of the Issuer is knowledgeable about the material change and this report.

Michael Opara, President at 416-486-4078.

**Item 9. Date of Report**

April 13, 2012.

**RANDBURG INTERNATIONAL GOLD CORP.**

For Release: April 5, 2012

Trading Symbol: TSX-V: RGZ

**NEWS RELEASE**

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**Randsburg Seeking Extension to Warrant Expiry Date**

**TORONTO, April 5, 2012 - Randsburg International Gold Corporation (TSX VENTURE: RGZ)** (“Randsburg” or the “Company”) announced today that it is seeking to extend the expiry date of certain outstanding warrants. The subject warrants, totalling 4,400,000 were originally issued May 20, 2011 with an original expiry date of one year, being May 20, 2012. The new expiry date will provide a one year extension. 400,000 of these warrants are held by insiders and will only be amended with the approval of the disinterested shareholders of Randsburg which will be sought at the next shareholders meeting. The amendment to the expiry date of the warrants held by arm’s length parties will become effective upon approval by the TSX Venture Exchange. The warrants will continue to be exercisable at their original exercise price. The amendment of the expiry date of the warrants requires approval by the TSX Venture Exchange.

Pursuant to its stock option plan, the Company has agreed to grant a total of 1,600,000 incentive stock options (the “Stock Options”) to officers, directors and consultants of the Corporation. Each Stock Option entitles the holder thereof to acquire one common share of the Corporation at an exercise price of \$0.10 per common share within 2 years of the date of grant. The grant of the Stock Options is subject to all required regulatory approval.

On behalf of the Board of Directors of  
**Randsburg International Gold Corp.**

*“Michael Opara”*

President and Chief Executive Officer

Tel No.: 416-486-4078

E-mail: [info@randsburginternational.com](mailto:info@randsburginternational.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.*

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