

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

September 6, 2012.

Item 3. News Release

The Press Release was sent on September 6, 2012 via Market Wire (copy attached hereto.)

Item 4. Summary of Material Change

The Issuer announced assay results from prospecting and mapping on its Nathalie Phosphate Project located approximately 45 kilometres north of the port of Baie-Comeau, Quebec, on the north shore of the St. Lawrence River.

Item 5. Full Description of Material Change

Please refer to the Issuer's Press Release of September 6, 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

September 6, 2012.

RANDBURG INTERNATIONAL GOLD CORP.

For Release: September 6, 2012

Trading Symbol: TSX-V: RGZ

NEWS RELEASE

Randsburg Reports Assays of up to 7.59% P₂O₅, 18.94% TiO₂% and 57.05% Fe₂O₃ at Nathalie Phosphate Project

TORONTO, ONTARIO -- (Marketwire – September 6, 2012) - Randsburg International Gold Corporation (TSX VENTURE: RGZ) (“Randsburg” or the “Company”) announced today that it has received assay results from prospecting and mapping on its Nathalie Phosphate Project including results as high as 7.59% P₂O₅, 18.94% TiO₂% and 57.05% Fe₂O₃. The project is located approximately 45 kilometres north of the port of Baie-Comeau, Quebec, on the north shore of the St. Lawrence River.

The property consists of 93 contiguous claim blocks totaling approximately 11,900 acres. The Nathalie project is prospective for phosphate, iron and titanium.

The Nathalie Project has excellent infrastructure with asphalt road access from the property to the port and industrial City of Baie-Comeau and electrical power five kilometres away. With heavy lift handling capabilities and labor expertise, the Port of Baie-Comeau is well adapted to a variety of cargoes. The terminal is open year-round and benefits from a ro-ro ramp and a railcar ferry service to Matane via the Canadian National (CN) railway system. In February the City of Baie-Comeau announced a \$250 million plan for the establishment of an ore transshipment center and a deepwater dock. Future investments may also expand road and rail access to areas north of the City.

Randsburg’s management is planning a follow-up program because (a) results exceeded expectations and (b) only a small portion of the numerous outcrops on the property has been studied. Further prospecting, mapping and sampling to determine continuity among the various anomalies is planned as well as a magnetic/radiometric survey to outline potential further targets.

Visible apatite can be seen in several mafic outcrops. Various outcrops were located and sampled. Channel samples were also taken at Site A (GPS location 561002E, 5500712 N) and at Site B, the David anomaly (564241E, 5502969N). The Nathalie Channel samples at Site A consisted of seven sections 1 metre in length, 2 cm in width and approximately 8.0 cm in depth. Site B consisted of four sections of the same dimensions. 37 samples in total were sent for assay. The results are listed below. The geochemical analysis show an average P₂O₅ content of 3.62%, 28.86% Fe₂O₃ and 6.26% TiO₂ for sampled outcrops and 4.09% P₂O₅, 24.26% Fe₂O₃ and 5.33% TiO₂ for the Nathalie channel samples. The channel results for the David anomaly were low for phosphate (0.23%) but contained an average of 6.41% for TiO₂ and 20.33% Fe₂O₃.

Quality assurance / Quality Control (“QA/QC”)

Samples averaging 2.6 kilograms weight each were taken by Randsburg personnel under the supervision of Brian Docherty P.Geo. Samples were bagged, sealed and numbered on-site, and delivered to the ALS Laboratory Group facility in Val-d'Or (Quebec) for analysis using the ME-XRF06 and ME-XRF10 Methods. At the laboratory facility, samples were inventoried, weighed and dried; crushed 70% to under 2 millimetres; riffled split with a 250 gram sub-sample pulverized 85% to under 75 microns; then followed by analysis. A table of results is presented below.

Sample#	*Easting	*Northing	% P₂O₅	% Fe₂O₃	% TiO₂
698606	560701	5500410	2.30	38.33	7.02
698607	560562	5500218	5.64	30.98	7.98
698608	560605	5500269	4.82	28.59	7.08

698609	560698	5500546	1.59	57.05	14.74
698610	561638	5500648	4.72	30.09	7.22
698611	560817	5501610	0.11	55.22	0.32
698612	560244	5501030	4.96	23.13	5.83
698613	560244	5501030	0.30	9.72	0.31
698614	561634	5500646	5.43	31.29	8.27
698669	561631	5500655	2.51	30.02	4.09
698670	561633	5500670	3.73	23.29	5.86
698671	561651	5500676	7.59	27.62	6.98
698615	561672	5500681	1.87	56.86	18.94
698616	561649	5500711	3.93	23.04	4.58
698672	561646	5500648	4.65	21.59	4.07
698617	560817	5501609	4.67	24.95	6.12
698618	560812	5501616	0.47	9.02	0.94
698619	560896	5501503	3.01	16.55	4.89
698620	560879	5501506	5.41	25.37	5.48
698673	564175	5503153	4.42	33.05	6.90
698621	561001	5500712	0.21	22.32	4.06
698674	560650	5500765	3.26	30.25	5.87
698675	560721	5500474	4.52	21.29	4.95
698676	560767	5500421	6.36	26.23	7.06
698677	560691	5500385	4.11	25.54	6.57
698678	561002.9	5500716	4.63	23.76	4.48
698679	561002.7	5500715	3.52	22.27	4.80
698680	561002.6	5500714	2.21	15.58	3.68
698681	561001.7	5500713	4.91	28.83	6.59
698682	561001.5	5500712	4.60	26.47	6.22
698683	561001.3	5500710	4.29	24.75	5.39
698684	561001.4	5500711	4.42	26.78	5.97
698685	561002.5	5500712	4.12	25.63	5.48
698686	564243.6	5502968	0.80	22.07	6.95
698687	564245.2	5502969	0.06	10.43	3.89
698688	564246.3	5502968	0.02	25.23	8.33
698689	564247	5502969	0.02	23.57	6.47

Assay sample locations and selected compound results

* UTM NAD 83 Zone 19

The technical information in this news release was approved by Brian F. Docherty, Professional Geoscientist, a Consultant to Randsburg, who is a Qualified Person under the meaning of National Instrument 43-101.

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

“Michael Opara”

President and Chief Executive Officer

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