

**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**

March 1, 2013.

**Item 3. News Release**

The Press Release was issued on March 1, 2013 via Marketwire (copy attached hereto.) and subsequently filed on SEDAR.

**Item 4. Summary of Material Change**

The Issuer announced today that it has signed an amending agreement with improved terms to the Memorandum of Understanding to acquire a 100% interest in the Nathalie Phosphate Project. The project is located approximately 45 kilometres north of the port of Baie-Comeau, Quebec, on Québec's North Shore.

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

Please refer to the Issuer's Press Release of March 1, 2013, 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**

March 1, 2013.

## ***RANDBURG INTERNATIONAL GOLD CORP.***

**For Release: March 1, 2013**

**Trading Symbol: TSX-V: RGZ**

### **NEWS RELEASE**

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#### **Randsburg Obtains Improved Terms to Acquire 100% of Nathalie Phosphate Iron Titanium Project**

**TORONTO, ONTARIO -- (Marketwire - March 1, 2013) - Randsburg International Gold Corporation (TSX VENTURE: RGZ)** ("Randsburg" or the "Company") announced today that it has signed an Amending Agreement ("Agreement") to the Memorandum of Understanding ("MOU") signed in March 2012 to acquire a 100% interest in the Nathalie Phosphate Project. The terms of the Agreement are significantly improved for the Company over those contained in the original MOU. The project is located approximately 45 kilometres north of the port of Baie-Comeau, Quebec, on Québec's North Shore. This Agreement is now the definitive agreement between the parties.

The Agreement gives Randsburg the right to acquire a 100% interest subject to a 1.5% NSR in 53 claims comprising approximately 6300 acres. Randsburg also acquired by staking, an additional 40 contiguous claims comprising approximately 5600 acres. The Nathalie project is prospective for phosphate, iron, titanium and vanadium. On September 6, 2012 Randsburg announced assay results from prospecting and mapping on the Nathalie Phosphate Project including results as high as 7.59% P<sub>2</sub>O<sub>5</sub>, 18.94% TiO<sub>2</sub> and 57.05% Fe<sub>2</sub>O<sub>3</sub>. The Company is planning a follow-up program in the summer of 2013.

The Nathalie Project has excellent infrastructure with asphalt highway access from the property to the port and industrial City of Baie-Comeau and electrical power five kilometres away.

The Agreement was signed with three arm's length private individuals ("Vendors"), resident in Quebec. Under the terms of the Agreement the Company must pay the Vendors: 500,000 shares in the stock of the Company within 45 days of the TSX Venture Exchange's ("TSXV") approval and an additional 500,000 shares on August 25, 2013. To acquire 100% of the property, Randsburg must issue an additional 500,000 shares by February 25, 2014, and 500,000 shares by February 25, 2015. The Vendors shall have received a total of 2,000,000 shares should the Company acquire a

100% interest in the Project. No further payments of shares or cash are required to be paid to the Vendors.

The Company is not required to make any expenditures going forward on the Project but is required to keep claims in 'good-standing' during the term of the option Agreement. Randsburg may purchase 0.4% of the above 1.5% Net Smelter Royalty by paying the Vendors \$400,000 at any time following the commencement of commercial production from the Nathalie Claims. Randsburg has the right of first refusal to purchase the balance of the NSR. Completion of the acquisition and payment of securities remains subject to regulatory approval. The securities of the Company to be issued on the acquisition will be subject to a four month hold period.

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

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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