

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

May 24, 2011.

Item 3. News Release

The Press Release was sent on May 24, 2011 via Market Wire (copy attached hereto.)

Item 4. Summary of Material Change

The Issuer closed a non-brokered private placement of \$220,000 consisting of 4,400,000 Units at \$0.05 per Unit. Each Unit consists of 1 common share and 1 non-transferable share purchase warrant. Each share purchase warrant grants the right to purchase one common share at an exercise price of \$0.10 per share for a period of one (1) year from the closing date. Proceeds of the financing will be used for the advancement of the Issuer's mineral properties located in northern Ontario, Canada and for general working capital. The Issuer paid a finder's fee of 50,000 broker warrants to an agent.

Pursuant to its stock option plan, the Issuer agreed to grant a total of 1,150,000 incentive stock options to officers, directors and consultants of the Issuer. Each stock option entitles the holder thereof to acquire one common share of the Issuer at an exercise price of \$0.10 per common share within 2 years of the date of grant.

Item 5. Full Description of Material Change

Please refer to the Issuer's Press Release of May 24, 2011, 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 Opара, President at 416-486-4078.

Item 9. Date of Report

July 5, 2011.

RANDBURG INTERNATIONAL GOLD CORP.

For Release: May 24, 2011

Trading Symbol: TSX-V: RGZ

NEWS RELEASE

Randsburg Announces Non-Brokered Private Placement Financing

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES

TORONTO, May 24, 2011 - Randsburg International Gold Corporation (TSX- V:RGZ) announced today that it has closed a non-brokered private placement of \$220,000 of its securities consisting of the sale of 4,400,000 Units at \$0.05 per Unit. Each Unit consists of 1 common share and 1 non-transferable share purchase warrant. Each share purchase warrant grants the right to purchase one common share at an exercise price of \$0.10 per share for a period of one (1) year from the closing date. Proceeds of the financing will be used for the advancement of the Corporation's mineral properties located in northern Ontario, Canada and for general working capital.

The Corporation will pay a finder's fee of 50,000 broker warrants to an agent. Each broker warrant grants the right to purchase one common share at an exercise price of \$0.10 per share for a period of one (1) year from the closing date. All securities issued in respect of the warrants will be subject to a hold period of 4 months and 1 day from this date which is the date of closing. Closing of the private placement is subject to approval by the TSX Venture Exchange.

Pursuant to its stock option plan, the Company has agreed to grant a total of 1,150,000 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

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

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