

RANDBURG INTERNATIONAL GOLD CORP.

FORM 51-102F3 MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Randsburg International Gold Corp. (the "**Company**")
44 Victoria Street, Suite 1060
Toronto, Ontario
M5C 1Y2

Item 2: Date of Material Change

August 17, 2018

Item 3: News Release

A news release was issued and disseminated on August 17, 2018 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4: Summary of Material Change

Randsburg International Gold Corp. (TSXV: RGZ.H) ("**Randsburg**" or the "**Company**") intends to complete a non-brokered private placement of 43,333,333 units (each, a "**Unit**"), each comprised of one common share in the capital of the Company (each, a "**Common Share**") and one common share purchase warrant (each, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one further Common Share for a period of 24 months following closing of the Offering at a price of \$0.0075 per Common Share (the "**Offering**"). In addition, the Company is pleased to report that it has entered into debt conversion agreements (collectively, the "**Debt Agreements**") with certain creditors of the Company. Pursuant to the Debt Agreements, the Company proposes to settle \$1,040,041 of debt by issuing 138,720,133 Common Shares at a deemed price of \$0.0075 per Common Share (the "**Debt Settlement**"; together with the Offering, the "**Transactions**").

Closing of the Offering and Debt Settlement is subject to several conditions, including the delisting of the Common Shares from the NEX board of the TSX Venture Exchange (the "**NEX**"). In addition, the Company intends, subject to shareholder approval, to consolidate its outstanding Common Shares on the basis of a minimum of three (3) and a maximum of twelve (12) existing common shares for each one (1) new common share (the "**Consolidation**"). The Company currently has 28,273,939 Common Shares issued and outstanding. If the Consolidation is approved by shareholders and implemented by the Company, following the Consolidation but prior to closing of the Transactions, the Company will have approximately 2,827,394 Common Shares issued and outstanding, assuming the Consolidation proceeds on a ten (10) for one (1) basis. It is anticipated that an annual general and special shareholder meeting of the Company to approve, among other matters, all required matters in connection with the Transactions and the Consolidation will take place on September 26, 2018 and closing of the Transactions will take place promptly following the Company's shares being delisted from the NEX.

Item 5.1: Full Description of Material Change

See attached news release at Schedule "A" to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Michael Lerner
Chief Executive Officer and Director
E: mlerner@gmail.com
T: (416) 710.4906

Item 9: Date of Report

This report is dated as of the 27th day of August, 2018

SCHEDULE "A"

Please see attached.

NEWS RELEASE

RANDBURG ANNOUNCES PROPOSED PRIVATE PLACEMENT, DEBT SETTLEMENT AND CONSOLIDATION

Toronto, Ontario, August 17, 2018 – Randsburg International Gold Corp. (TSXV: RGZ.H) (“**Randsburg**” or the “**Company**”) is pleased to announce that it intends to complete a non-brokered private placement of 43,333,333 units (each, a “**Unit**”), each comprised of one common share in the capital of the Company (each, a “**Common Share**”) and one common share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one further Common Share for a period of 24 months following closing of the Offering at a price of \$0.0075 per Common Share (the “**Offering**”). In addition, the Company is pleased to report that it has entered into debt conversion agreements (collectively, the “**Debt Agreements**”) with certain creditors of the Company. Pursuant to the Debt Agreements, the Company proposes to settle \$1,040,041 of debt by issuing 138,720,133 Common Shares at a deemed price of \$0.0075 per Common Share (the “**Debt Settlement**”; together with the Offering, the “**Transactions**”).

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In connection with the Transactions, Marc Lustig of West Vancouver, British Columbia, has agreed to acquire 10,833,333 Common Shares and 10,833,333 Warrants under the Offering and 34,680,043 Common Shares under the Debt Settlement, representing, in the aggregate, 21.64% of the issued and outstanding Common Shares on a non-diluted basis, and 25.48% on a partially-diluted basis (assuming exercise of Mr. Lustig’s convertible securities). Prior to the Transactions, Mr. Lustig did not beneficially own, or exercise control or direction over, any securities of the Company. Mr. Lustig is acquiring these securities for investment purposes and may, from time to time, acquire additional securities of the Company or dispose of such securities as Mr. Lustig may deem appropriate.

In connection with the Transactions, Greg Wilson of Ottawa, Ontario, has agreed to acquire 10,833,333 Common Shares and 10,833,333 Warrants under the Offering and 34,680,043 Common Shares under the Debt Settlement, representing, in the aggregate, 21.64% of the issued and outstanding Common Shares on a non-diluted basis, and 25.48% on a partially-diluted basis (assuming exercise of Mr. Wilson’s convertible securities). Prior to the Transactions, Mr. Wilson

did not beneficially own, or exercise control or direction over, any securities of the Company. Mr. Wilson is acquiring these securities for investment purposes and may, from time to time, acquire additional securities of the Company or dispose of such securities as Mr. Wilson may deem appropriate.

In connection with the Transactions, Brillco Inc., an Ontario incorporated holding company, of Toronto, Ontario, together with its joint actor, Jason I. Goldman Professional Corporation, an Ontario incorporated holding company, has agreed to acquire 10,833,333 Common Shares and 10,833,333 Warrants under the Offering and 34,680,043 Common Shares under the Debt Settlement, representing, in the aggregate, 21.64% of the issued and outstanding Common Shares on a non-diluted basis, and 25.48% on a partially-diluted basis (assuming exercise of Brillco Inc.'s convertible securities). Prior to the Transactions, Brillco Inc. did not beneficially own, or exercise control or direction over, any securities of the Company. Brillco Inc. is acquiring these securities for investment purposes and may, from time to time, acquire additional securities of the Company or dispose of such securities as Brillco Inc. may deem appropriate.

In connection with the Transactions, 1567953 Ontario Inc., an Ontario incorporated holding company, of Toronto, Ontario, together with its joint actors, Steven Mintz and Heather Mintz, has agreed to acquire 10,833,333 Common Shares and 10,833,333 Warrants under the Offering and 34,680,043 Common Shares under the Debt Settlement, representing, in the aggregate, 21.64% of the issued and outstanding Common Shares on a non-diluted basis, and 25.48% on a partially-diluted basis (assuming exercise of 1567953 Ontario Inc.'s convertible securities). Prior to the Transactions, 1567953 Ontario Inc. did not beneficially own, or exercise control or direction over, any securities of the Company. 1567953 Ontario Inc. is acquiring these securities for investment purposes and may, from time to time, acquire additional securities of the Company or dispose of such securities as 1567953 Ontario Inc. may deem appropriate.

Copies of the respective early warning reports that will be filed by Mr. Lustig, Mr. Wilson, Brillco Inc. and 1567953 Ontario Inc. may be may be obtained on the Company's SEDAR profile or by contacting the Company at (416) 710-4906.

All of the Common Shares issued pursuant to the Offering and the Debt Settlement are subject to a statutory hold period of four months plus one day from the date of issuance, in accordance with applicable securities legislation.

The Company intends to use the net proceeds from the Offering to pay its accounts payable and for general working capital purposes.

RANDBURG INTERNATIONAL GOLD CORP.

Michael Lerner,
CEO and Director
Phone: (416) 710-4906
E-mail: mlerner10@gmail.com.

Cautionary Statement: *Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

Forward Looking Information: *This News Release may contain forward-looking statements including, but not limited to comments regarding the closing of the Transactions and the timing of a shareholders meeting of the Company. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. This is no certainty that the Transactions will be completed on the terms set forth in this News Release or at all or that the matters to be considered at the shareholders meeting will be as described herein. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.*