

**RANDBURG INTERNATIONAL GOLD CORP.**

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

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

Randsburg International Gold Corp. (the “Company”)  
120 Adelaide Street West, Suite 2105  
Toronto, ON  
M5H 1T1

**Item 2: Date of Material Change**

October 9, 2018

**Item 3: News Release**

A news release was issued and disseminated on October 9, 2018 and filed on SEDAR at [www.sedar.com](http://www.sedar.com), a copy of which is attached hereto as Schedule "A".

**Item 4: Summary of Material Change**

The Company has announced the delisting of its common shares which will take effect on the close of business on Friday October 12<sup>th</sup>. The Company will also seek approval for consolidation at the next general and special meeting on November 14, 2018.

**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  
E: [mlerner@gmail.com](mailto:mlerner@gmail.com)  
(416) 710-4906

**Item 9: Date of Report**

This report is dated as of the 9<sup>th</sup> day of October, 2018.

**SCHEDULE "A"**

Please see attached.

# NEWS RELEASE

## **RANDBURG ANNOUNCES DELISTING DATE**

**Toronto, Ontario, October 9, 2018** – Randsburg International Gold Corp. (the “**Company**” or “**Randsburg**”) announces that, as previously disclosed in its news release of August 17, 2018, the Company applied for, and has now received, approval from the TSX Venture Exchange to delist its common shares, with delisting to take effect at the close of business on Friday, October 12, 2018. The Company received shareholder approval for the delisting, on a majority of the minority basis, at its annual general and special meeting held on September 26, 2018. In addition, the Company’s management withdrew its motion to approve the previously disclosed consolidation, and now intends to seek approval for a consolidation at its annual general and special meeting scheduled for November 14, 2018.

On behalf of the Board of Directors

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

***“Randsburg International Gold Corp.”***

Michael Lerner  
CEO and Director  
(416) 710-4906

#### ***Cautionary Statement and Forward Looking Information:***

*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.*

*This News Release may contain forward-looking statements including, but not limited to, comments regarding the timing and content of upcoming work programs, geological interpretations, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statement. Statements about, among other things, the proposed consolidation, are forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management’s reasonable assumptions, there can be no assurance that the consolidation will occur or that the requisite shareholder approval will be obtained for the consolidation.*