

Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

PEDIMENT GOLD CORP.
Suite 720-789 West Pender Street
Vancouver, British Columbia V6C 1H2

(the "Company")

Item 2 Date of Material Change

March 30, 2009

Item 3 News Release

The news release was disseminated on March 30, 2009 by way of Marketwire.

Item 4 Summary of Material Change

The Company announces an \$8 Million Unit Private Placement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Pediment Gold Corp. is pleased to announce that it has appointed M Partners Inc. of Toronto (the Agent") as lead agent to act on best efforts agency basis in connection with a private placement of up to 8,888,889 units at a price of \$0.90 per unit for gross proceeds of approximately \$8,000,000, subject to an over-allotment option. Each unit will comprise one common share and one-half of one warrant. Each whole warrant will be exercisable to acquire one additional common share at a price of \$1.25 per share for a period of 24 months from the closing date. The Agent may increase the size of the offering by up to an additional 1,333,333 units or approximately \$1,200,000, at any time on or before two days prior to closing.

The Agent will be entitled to a cash commission equal to 6% of the proceeds from the offering and to receive broker warrants exercisable for that number of units as is equal to 6% of the number of units sold under the offering for a period of 24 months at a price of \$0.90 per unit.

The offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the Toronto Stock Exchange and the securities regulatory authorities.

Management expects that the net proceeds from the Offering will be used to advance the Company's San Antonio Gold project and for general working capital.

Forward-Looking Statement Cautions:

This material change report contains certain "forward-looking statements", as defined in the United States Private Securities Litigation Reform

Act of 1995, and within the meaning of Canadian securities legislation, relating to a proposed unit private placement and the proposed use of proceeds. Such statements include, without limitation, statements regarding the proposed use of proceeds. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are statements that are not historical facts; they are generally, but not always, identified by the words “expects,” “plans,” “anticipates,” “believes,” “intends,” “estimates,” “projects,” “aims,” “potential,” “goal,” “objective,” “prospective,” and similar expressions, or that events or conditions “will,” “would,” “may,” “can,” “could” or “should” occur, or are those statements, which, by their nature, refer to future events. The Company cautions that Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made and they involve a number of risks and uncertainties. Consequently, there can be no assurances that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update these forward-looking statements if management’s beliefs, estimates or opinions, or other factors, should change. Factors that could cause future results to differ materially from those anticipated in these forward-looking statements include, the Company’s inability to secure subscriptions from investors to complete the proposed financing in whole or in part, a management decision to change the use of proceeds based on changing circumstances, the volatility of metals prices, the possibility that exploration efforts will not yield economically recoverable quantities of metals, accidents and other risks associated with mineral exploration and development operations, the risk that the Company will encounter unanticipated geological factors, the Company’s need for and ability to obtain additional financing, the possibility that the Company may not be able to secure permitting and other governmental clearances necessary to carry out the Company’s exploration and development plans. The reader is urged to refer to the Company’s reports, publicly available through the Canadian Securities Administrators’ System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com, and the U.S. Securities and Exchange Commission’s Electronic Data Gathering and Retrieval (EDGAR) System at www.sec.gov, for a more complete discussion of such risk factors and their potential effects.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Gary Freeman, President & Chief Executive Officer

Business Telephone: (604) 682-4418

Facsimile: (604) 669-0384

Item 9 Date of Report

March 30, 2009