SUTTER GOLD MINING INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 - Name and Address of Company

Sutter Gold Mining Inc. ("**Sutter**")
165 South Union Blvd, Suite 565
Lakewood, Colorado
USA, 80228

Item 2 - Date of Material Change

April 25, 2012

Item 3 - News Release

A press release was disseminated by Marketwire and filed on SEDAR on April 25, 2012.

Item 4 - Summary of Material Change

Sutter announced a proposed non-brokered private placement for aggregate proceeds of up to USD $15 million comprised of up to 42,857,142 common shares.

Item 5 - Full Description of Material Change

Sutter announced a proposed non-brokered private placement for aggregate proceeds of up to USD $15 million comprised of up to 42,857,142 common shares at a price of USD $0.35 per common share. All common shares issued pursuant to the offering will be subject to a four (4) month hold period. Completion of the private placement is subject to the approval of the TSX Venture Exchange. The gross proceeds from the offering will be used for continued advancement of the Lincoln Mine Project in the California Mother Lode, completion of the Lincoln Comet exploration drilling program and for general working capital purposes.

For a full description of the material change, please refer to the press release attached hereto.

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

Further information regarding the matters described in this report may be obtained from Dr. Leanne M. Baker, the President and Chief Executive Officer of Sutter or Robert Hutmacher, the Chief Financial Officer, who are knowledgeable about the details of the material change and may be contacted at (303) 238-1438.

Item 9 - Date of Report

April 27, 2012.

APPENDIX "A"

NOT FOR RELEASE OVER US NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

This release is intended for distribution in Canada only and is not intended for distribution to United States newswire services or for dissemination in the U.S.

NEWS RELEASE **FOR IMMEDIATE RELEASE: April 25, 2012**

SUTTER GOLD ANNOUNCES PROPOSED USD $15 MILLION NON-BROKERED PRIVATE PLACEMENT

Vancouver, British Columbia (April 25, 2012) - Sutter Gold Mining Inc. (SGM:TSX-V) (SGMNF:OTCQX) ("Sutter" or the "Company") is pleased to announce a proposed non-brokered private placement for aggregate gross proceeds of up to USD $15 million comprised of up to 42,857,142 common shares at a price of USD $0.35 per common share (the "Offering"). All common shares issued pursuant to this Offering will be subject to a four (4) month hold period. Completion of the private placement is subject to the approval of the TSX Venture Exchange.

The gross proceeds from the Offering will be used for continued advancement of the Lincoln Mine Project in the California Mother Lode, completion of the Lincoln Comet exploration drilling program and for general working capital purposes.

The securities described herein have not been, nor will be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to U.S. persons without registration or applicable exemption from the registration requirement of such Act. This release does not constitute an offer for sale of such securities in the United States of America.

A finder's fee may apply to some of the shares sold in this transaction in accordance with the policies of the Exchange.

About Sutter

Sutter is a growth-oriented exploration and development company preparing to become a North American gold producer. The Company has two projects: the Lincoln Project located in Amador County, California and the Santa Theresa Project located in the Northern Baja region of Mexico. Currently, the Company's primary focus is the evaluation and development of the Lincoln Project, beginning with the shallow portion of the Lincoln-Comet ore zone of the Lincoln Project, located on the California Mother Lode Gold Belt. The Lincoln-Comet and Keystone zones have a NI 43-101 compliant Indicated Resource estimate (completed in February 2008) of 612,400 tonnes (673,600 tons) grading 11.3 g/t Au (0.33 oz/ton) containing 223,000 ounces of gold and Inferred Resources of 2,161,700 tonnes (2,377,900 tons) grading 6.6 g/t Au (0.19 oz/ton) containing 458,900 ounces of gold.

Sutter currently controls approximately 3.6 miles of the Mother Lode in Amador County, with 90% of the property still unexplored. Potential exists both at depth and along strike of the known mineralized zones on both the footwall and hanging wall. The 120-mile long Mother Lode Gold Belt produced over 13 million ounces of gold historically with 7.9 million ounces originating from the 10-mile long segment between Jackson and Plymouth where the Lincoln Project is strategically located. Properties under the Company's control include seven historic mines with significant historic gold production totaling over 3.5 million ounces or 27% of the historic gold production from the Mother Lode. Historic mines located north and south of the Lincoln Project in the Jackson to Plymouth segment of the Mother Lode success fully mined gold to depths of 4,500 and 6,300 feet, respectively.

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In Mexico, Sutter holds the rights to the geologically similar, high-grade El Alamo district of northern Baja, where historic mining to the water table produced mined grades of 30 to 60 g/t gold. Initial exploration with its joint-venture partner, Premier Gold, has demonstrated the extension of high-grade veins.

ON BEHALF OF THE BOARD OF DIRECTORS:
Dr. Leanne M. Baker, President, CEO & Director
Sutter Gold Mining Inc.

For further information, please contact:

Robert Hutmacher, Chief Financial Officer at 303 238 1438 ext. 22
Email: bhutmacher@suttergoldmining.com
Website: www.suttergoldmining.com

Forward-Looking Statements
This news release contains "forward-looking information" under Canadian securities law. Any information that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words such as "expect", "anticipate", "believe", "plans", "estimate", "scheduling", “projected” or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking information. Forward-looking information relates to, among other things: the price of silver and gold; the accuracy of mineral resource and mineral reserve estimates; the ability of the Company to finance its operations and capital expenditures; future financial and operating performance including estimates of the Company's revenues and capital expenditures and estimated production.

Forward-looking information is subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, risks relating to: fluctuating commodity prices; calculation of resources, reserves and mineralization and precious and base metal recovery; interpretations and assumptions of mineral resource and mineral reserve estimates; exploration and development programs; feasibility and engineering reports; permits and licenses; title to properties; recent market events and conditions; economic factors affecting the Company; timing, estimated amount, capital and operating expenditures and economic returns of future production; operations and political conditions; environmental risks; and risks and hazards of mining operations. This list is not exhaustive of the factors that may affect any of the Company's forward-looking information. Forward-looking information about the future is inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, described or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company's forward-looking information is based on the assumptions, beliefs, expectations and opinions of management as of the date of this press release, and other than as required by applicable securities laws, the Company does not assume any obligation to update forward-looking statements and information if circumstances or management's assumptions, beliefs, expectations or opinions should change, or changes in any other events affecting such statements or information. For the reasons set forth above, investors should not place undue reliance on forward-looking information.

Neither the 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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