FORM 51-102F3
Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Carlin Gold Corporation (the "Company")
15225 Thrift Avenue, #201
White Rock, BC V4B 2K92

ITEM 2. DATE OF MATERIAL CHANGE

April 12, 2007

ITEM 3. NEWS RELEASE

Issued April 12, 2007 and distributed through the facilities of Market News, Stockwatch, Bloomberg and SEDAR.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced a non-brokered $690,000 private placement financing. The 3,000,000 unit financing will be priced at $0.23 per unit. Each unit will consist of one share and one warrant. Each warrant will be exercisable at $0.30 for a period of 2 years from date of closing. If the Company's shares close at $0.60 or higher for 10 consecutive business days, the warrant holders will have 30 days to exercise their warrants or they will be cancelled. Insiders of Carlin may participate to a maximum of $172,500 in the placement. The Company will pay a finder's fee of 10% cash and 10% finder's warrants on the financing.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release

ITEM 6. RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

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

ITEM 8. EXECUTIVE OFFICER

Contact: Aris Morfopoulos, Chief Financial Officer
Telephone: (604) 669-9970

ITEM 9. DATE OF REPORT

DATED at Vancouver, British Columbia, this 18th day of April, 2007.