FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Carlin Gold Corporation (the "Company")
Suite 202 – 15388 24th Avenue
Surrey, British Columbia, V4A 2J2

ITEM 2. DATE OF MATERIAL CHANGE

April 12, 2011

ITEM 3. NEWS RELEASE

Issued on April 12, 2011 and disseminated through the facilities of The NewsWire and Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company has closed its non-brokered private placement raising gross proceeds of $1,449,320.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company has closed a non-brokered private placement pursuant to which it raised $1,449,320.

At the closing of the private placement, the Company issued 9,058,250 units at a price of $0.16 per unit for gross proceeds of $1,449,320. Each unit consists of one common share of the Company and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of $0.25 for eighteen months from the date of closing.

All securities issued or issuable under the private placement are subject to a four-month and one day hold period from April 12, 2011 pursuant to applicable Canadian securities laws and the policies of the TSX Venture Exchange.

Robert Culbert, a director of the Company, participated in the private placement by purchasing 50,000 units through Agadez Investments Inc., a company controlled by Mr. Culbert. Accordingly, the private placement is to that extent a related party transaction under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101").

However, the directors of the Company, excluding the interested director, determined that the private placement is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 (Fair Market Value Not More than 25% of Market Capitalization) on the basis that neither the fair market value of the securities to be distribution in the private placement nor the consideration to be received for those securities, insofar, as the private placement involves the interested party (being Mr. Culbert) exceeds 25% of the Company's market capitalization.

Prior to the completion of the private placement, Mr. Culbert beneficially held 470,000 common shares of the Company representing 0.96% of the Company's then issued and outstanding shares. On completion of the private placement, Mr. Culbert beneficially holds 520,000 common shares representing 0.90% of the Company's issued and outstanding shares, or 0.95% of the Company's outstanding shares on a partially-diluted basis assuming the exercise of Mr. Culbert's 25,000 warrants.

In connection with the private placement, Agadez Investments Inc. entered into a subscription agreement with the Company containing customary provisions and on the same terms as the arm's length subscribers to the private placement.

The Company did not file a material change report more than 21 days before the expected closing of the private placement as the details of the private placement and the participation therein by related parties of the Company were not settled until shortly prior to closing and the Company wished to close the private placement on an expedited basis for sound business reasons.

ITEM 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

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) 721-2650

ITEM 9. DATE OF REPORT

DATED April 12, 2011.

CARLIN GOLD
CARLIN GOLD CORPORATION

Not for dissemination in the United States or through U.S. newswires

April 12, 2011 TSX.V: CGD

NEWS RELEASE

$1.4 MILLION FINANCING CLOSED

Surrey, British Columbia - Carlin Gold Corporation (TSX Venture, CGD), ("Carlin" or the “Company”) is pleased to announce that the $1,400,000 non-brokered private placement announced on March 21, 2011 has closed. The private placement was over-subscribed and the Company has issued 9,058,250 units at the price of $0.16 per unit for gross proceeds of $1,449,320.

Each unit consists of one-half of one common share and half a share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of $0.25 per share for a period of 18 months from the date of closing.

The securities issued or issuable under the private placement are subject to a four-month plus one-day hold period from April 12, 2011 in accordance with applicable securities laws.

The net proceeds from the sale of the shares will be applied to Yukon and Nevada exploration and general corporate purposes.

The Company filed its material change report in respect of the financing less than 21 days before the closing of the private placement because the details of the private placement and the participation therein by one director of the Company were not settled until shortly prior to closing, and the Company wished to close the private placement on an expedited basis for sound business reasons.

About Carlin

Carlin is a junior resource company focused on gold exploration. The Company has a 50% joint venture interest in approximately 2,450 claims in Yukon and owns 100% of three gold exploration properties in Nevada.

Yukon Joint Venture

Carlin and Constantine Metal Resources Ltd. (TSXV: CEM) have formed a 50/50 Joint Venture (the “JV”) to explore gold targets in Yukon, Canada. The JV’s land position totals approximately 195 square miles. The JV owns 100% of 2,227 claims, and the right to acquire

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Tel: (604) 538-2477 Fax: (604) 608-3878

100% interest in 226 claims subject to a 2.5% NSR royalty under an Option to Purchase Agreement (see news release dated February 17, 2011).

On September 1, 2010 a 'Carlin-type' gold drill discovery was announced by Atac Resources Ltd. The JV was formed to assess the opportunity to acquire similar exploration targets in the Yukon using the geochemistry, geology, and geophysics public databases provided by the Yukon Geological Survey. Areas were selected to explore for 'Carlin-type' gold mineralization which display regional geochemical stream silt anomalies with elevated values in gold, arsenic, antimony and mercury, located primarily in lower Paleozoic strata with associated carbonates. Geochemical silt values in excess of 300 ppb gold and 3,000 ppm arsenic reported in the Regional Stream Geochemistry database of the Yukon Geological Survey are present on some of the staked claims.

The JV is planning a 2011 field program on the new claim blocks that will include intensive silt, soil and rock sampling, as well as prospecting and geological evaluation.

Nevada Projects

Carlin controls a 100% interest in its three Nevada properties: the Cortez Summit property ("Cortez Summit"), the JDS property ("JDS") and the Willow property ("Willow"). These properties contain exploration targets for 'Carlin-type' gold mineralization with Paleozoic lower plate carbonate rocks.

Cortez Summit property is located within the Cortez Gold trend between the past producing Horse Canyon and Buckhorn gold mines owned by Barrick Gold Corporation. Barrick's new Cortez Hills mine is located 4 miles west of Cortez Summit. This mine and other Barrick operations in the district produced 1.14 million ounces of gold in 2010 (Barrick 2010 Annual Report).

Geological, geochemical and geophysical assessment of Cortez Summit has resulted in definition of several priority drill targets. A drill permit application is in progress.

JDS is 12 miles southeast of Cortez Summit along the southeast extension of the Cortez gold trend near the southern most Paleozoic carbonate window in the trend. The property is covered by late Tertiary sedimentary rocks and alluvium. Drill targets have been defined by gravity and mercury-gas geochemistry.

Willow is located in northeast Nevada, northwest of the new Long Canyon gold discovery in the Pequop Mountains, which is part of the recently completed Newmont Mining Corporation acquisition of Fronteer Gold Inc., a $2.3 billion transaction.

Willow covers approximately 2 miles of strike length along the Roberts Mountain Thrust. Lower plate carbonate rocks include favorable lithologies of the Roberts Mountain and Hanson Creek Formations. Altered intrusive rocks have yielded a late-Eocene age date, similar to that of most of the nearby 'Carlin-type' deposits. Drill targets are defined by series of northeast-trending, high-angle faults with adjacent anomalous gold values within hydrothermally altered lower plate carbonate rocks.

Scientific and technical information in this news release has been reviewed and approved by Robert Thomas, Vice President of the Company and a qualified person as defined by National Instrument 43-101.

"Aris Morfopoulos"

Chief Financial Officer

Telephone: (604) 538-2477
Website: www.carlingold.com

Notes:

Forward looking statements: This news release includes certain "forward-looking information within the meaning of Canadian securities legislation and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively "forward looking statements")." Forward-looking statements include predictions, projections and forecasts and are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "forecast", "expect", "potential", "project", "target", "schedule", budget" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions and includes the negatives thereof. All statements other than statements of historical fact included in this release, including, without limitation, statements regarding the Company's planned sampling program, drilling permit applications, potential mineralization, interpretation of prior exploration and potential exploration results, the timing and success of exploration activities generally, the timing and results of future resource estimates, and future plans and objectives of Carlin are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are based on a number of material factors and assumptions. Important factors that could cause actual results to differ materially from Carlin's expectations include regulatory approval, actual exploration results, changes in project parameters as plans continue to be refined, results of future resource estimates, future metal prices, availability of capital and financing on acceptable terms, general economic, market or business conditions, uninsured risks, regulatory changes, defects in title, availability of personnel, materials and equipment on a timely basis, accidents or equipment breakdowns, delays in receiving government approvals, unanticipated environmental impacts on operations and costs to remedy same, and other exploration or other risks detailed herein and from time to time in the filings made by the Company with securities regulators. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ from those described in forward-looking statements, there may be other factors that cause such actions, events or results to differ materially from those anticipated. There can be no assurance that forward-looking statements will prove to be accurate and accordingly readers are cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to update these forward-looking statements other than as required by applicable law.

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.

This news release does not constitute an offer to sell or solicitation of an offer to sell any securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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