

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

- Item 1. Name and Address of Reporting Issuer
Goldgroup Mining Inc. (the "Issuer")
Suite 2184, 1055 Dunsmuir Street
Vancouver, British Columbia V7X 1L3
- Item 2. Date of Material Change
April 7, 2011
- Item 3. News Release
News release announcing the material change referred to in this report was issued on April 7, 2011.
- Item 4. Summary of Material Changes
On April 7, 2011, the Issuer announced that the current drilling program at its Caballo Blanco gold project in Veracruz, Mexico has encountered gold mineralization yielding 3.47 g/t Au over 48.50 metres.
- Item 5. Full Description of Material Change
On April 7, 2011, the Issuer announced that the current drilling program at its Caballo Blanco gold project in Veracruz, Mexico has encountered gold mineralization yielding 3.47 g/t Au over 48.50 metres (Hole 10 CBN 73). The 500 km² Caballo Blanco property hosts multiple mineralized zones comprising numerous geological targets.

The hole intersected mineralization well in excess of the 0.2 g/t Au cut-off grade used in estimating the inferred mineral resource presented in the current Caballo Blanco NI 43-101 technical report amended February 28, 2011. This result is part of the current drill program that commenced in October, 2010 and is intended to be used in the preparation of an updated mineral resource estimate.
- 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
The name and business telephone number of an officer of the Issuer who is knowledgeable about the material change and this report is as follows:

John Sutherland, Chief Financial Officer & Vice President
Phone: 604-345-6641
- Item 9. Date of Report
April 7, 2011