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

February 16, 2012

Item 3. News Release

News release announcing the material change referred to in this report was issued on February 16, 2012.

Item 4. Summary of Material Changes

The Issuer announced that it filed an updated National Instrument 43-101 ("NI 43-101") compliant mineral resource estimate for its 100%-owned Caballo Blanco gold project in Veracruz, Mexico. Based on a 0.2 g/t Au cut-off grade, the Issuer's indicated mineral resources at the La Paila Zone at Caballo Blanco grew by 314% from 139,000 to 575,000 ounces of gold (28.9 million tonnes grading 0.62 g/t Au).

Item 5. Full Description of Material Change

The Issuer announced that it filed an updated National Instrument 43-101 ("NI 43-101") compliant mineral resource estimate for its 100%-owned Caballo Blanco gold project in Veracruz, Mexico. Based on a 0.2 g/t Au cut-off grade, the Issuer's indicated mineral resources at the La Paila Zone at Caballo Blanco grew by 314% from 139,000 to 575,000 ounces of gold (28.9 million tonnes grading 0.62 g/t Au). The inferred mineral resources summed to 419,000 ounces of gold (24.0 million tonnes grading 0.54 g/t Au). This Technical Report also adds silver mineral resources to the mineral resource estimate at Caballo Blanco, including 2,150,000 ounces of silver indicated mineral resources (28.9 million tonnes grading 2.32 g/t Ag) and 1,930,000 ounces of silver inferred resources (24.0 million tonnes grading 2.5 g/t Ag). The Technical Report was prepared for the Issuer by Jim Cuttle, P. Geo. and Gary Giroux, P. Eng. of Giroux Consultants Ltd., each an independent Qualified Person under NI 43-101 standards.

The total indicated mineral resources for the Issuer's two main exploration/development projects, Caballo Blanco and San José de Gracia, have grown from 212,500 to 648,500 ounces of gold, representing an increase of 205%. The Issuer's total inferred mineral resources for its two main projects total 900,500 ounces of gold.

The previous technical report compiled by Jim Cuttle and Gary Giroux dated March 22, 2010 contained a mineral resource estimate based on a total of 33 drill holes containing 7,010 metres drilled by predecessor companies, all at the La Paila Zone. The updated mineral resource estimate incorporates the original 33 holes drilled by prior owners and the 112 holes containing 29,822 metres of diamond core drilling completed by the Issuer during its October 2010 to December 2011 drilling campaign, all at the La Paila Zone. In total, 36,832 metres of mostly HQ core drilling in 145 holes has been used to estimate the updated resource, up to holes 11 CBN178, in addition to holes 11CBN182 and 11CNB184.

The central portion of the La Paila Zone has now been drilled on approximately 50 metre by 30 metre centers. All of the mineralized material contained in the resource estimate is completely oxidized and shows high- leach recoveries in preliminary column leach testing conducted by the Issuer.

The Technical Report on the updated mineral resource estimate on the Caballo Blanco project titled "NI 43-101 Technical Report – Caballo Blanco Project – Resource Update at the La Paila Zone – Veracruz State, Mexico" dated effective February 16, 2012 has been filed on SEDAR in compliance with NI 43-101 and can also be viewed on the Issuer's website at www.goldgroupmining.com. La Paila is a high sulphidation epithermal system with fine gold hosted within a massive silica breccia formed within andesitic volcanic rocks. The Issuer has created a three-dimensional solid model based on the mineralized silica breccia identified by the drill-hole results. This three-dimensional solid model forms the basis for the updated mineral resource estimate.

Geostatistical analysis of the assays was completed to determine the nature of the gold population and to determine the appropriate capping grades for the gold and silver values. A cap of 6.0 g/t Au and 70.0 g/t Ag in the mineralized solid and 0.26g/t Au and 20.0 g/t Ag in the waste solid was used. Uniform 5 metre down-hole composites were produced for La Paila that honour the mineralized solid. Smaller intervals near the mineralized solid boundary were combined with adjoining samples if less than 2.5 metres in length. Those greater than or equal to 2.5 metres were left alone. As a result the composites produced were of uniform support 5 ± 2.5 metres. The data outside the breccia solid were also composited in a similar manner.

Variography was assessed with pairwise relative semivariograms which were produced for gold and silver from composites within the mineralized solid. The four principal horizontal directions were modeled first: azimuth 90^{o}, 0^{o}, 45^{o} and 135^{o}. The directions with the longest continuity (range) were at 0^{o} and 45^{o} so azimuths between 0^{o} and 45^{o} were modeled. The direction of longest continuity in both Au and Ag was found to be along azimuth 05^{o}. The vertical plane perpendicular to azimuth 05^{o} was then examined and the longest range for Au and Ag was found along azimuth 95^{o} dip -78^{o}. In all cases nested spherical models were fit to the data. The nugget-to-sill ratio was 30% for gold and 31% for silver showing reasonable sampling variability.

A total of 267 specific gravity measurements were made on drill core using the weight in water/weight in air method, with the results sorted by rock type into mineralized units and waste. Samples, from within the mineralized solid had an average specific gravity of 2.39. Samples from outside the mineralized solid had an average specific gravity of 2.38. A block model consisting of blocks 20 x 20 x 5 cubic metres in dimension was superimposed over the drill hole data and 3D solids. Within each block the percentage of material below surface topography and within the breccia solid was recorded.

Grades for Au and Ag were interpolated into all blocks with some percentage within the mineralized solid by ordinary kriging. For blocks estimated within the mineralized zone but containing some percentage of waste a second kriging run was made using only composites outside the mineralized solid. These blocks were estimated in a similar manner using the semivariograms for Au and Ag in waste. Blocks containing both a mineralized grade and waste grade were given the weighted average.

The Issuer focused its 2011 drill program primarily on the La Paila Zone, specifically with the objectives of designing the first open pit and further expanding its mineral resource estimate for Caballo Blanco. Moreover, in-house and consultant engineering have significantly advanced The Issuer's column leach testing in its large on-site facility and progressed leach pad and carbon recovery plant design. The drilling and infrastructure work at Caballo Blanco, combined with the updated NI 43-101 mineral resource estimate, are intended to form the basis of a preliminary economic assessment (PEA) expected to be completed in the first quarter of 2012. The current drill program, together with the on-going column-leach metallurgical testing, environmental and sociological studies as well as the run of mine heap-leach pad design and other engineering, form the basis for targeting commencement of production at Caballo Blanco by 2012 year-end.

As part of the Issuer's ongoing 30,000 metre drill program in 2012, the Issuer expects to continue diamond drilling in the La Paila Zone. The zone demonstrates good continuity from section to section and several areas remain open for drill testing along the east, west and southern portions of the current block model. Furthermore, the Issuer intends to conduct diamond drilling on a number of identified geochemical and geophysical targets occurring to the south, southwest and northeast of the La Paila Zone, all within the large Northern Zone ring structure. Furthermore, the Issuer also intends to drill targets in the Highway Zone, which is located approximately seven kilometres to the southeast of the Northern Zone. The Issuer currently has five diamond drills operating at the Caballo Blanco project.

A total of 25 column tests were completed to the date of the updated Technical Report on a bulk surface sample of the La Paila Zone and reverse circulation drill cuttings which demonstrated gold recoveries from 76% to 94%. Leach times have been run for an average of 40 days and average cyanide and lime consumptions are low at 0.14 kg and 1.6kg per tonne of sample respectively.

To date, 142 holes have been drilled at the Caballo Blanco project by the Issuer. Of these holes, 19 were reverse circulation holes, seven were holes drilled outside La Paila within the Northern Zone, and four were unassayed as at the date of the Technical Report, resulting in a total of 112 holes incorporated in the updated mineral resource estimate. The Issuer has now received assays for all of its remaining four drill holes from its 2011 drill program, which will be incorporated with 2012 drilling results in an expected future updated NI 43-101 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

February 16, 2012