

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Goldgroup Mining Inc. (the "Issuer")
Suite 818, 475 Howe Street
Vancouver, British Columbia, V6C 2B3

Item 2. Date of Material Change

January 22, 2013

Item 3. News Release

A news release announcing the material change referred to in this report was issued on January 22, 2013.

Item 4. Summary of Material Changes

On January 22, 2013 the Issuer announced that it has dismissed as totally without merit a lawsuit filed against it and others in Dallas County District Court by DynaResource, Inc. and DynaResource de Mexico, S.A. de C.V. (collectively "DynaResource").

Item 5. Full Description of Material Change

On January 22, 2013 the Issuer announced that it has dismissed as totally without merit a lawsuit filed against it and others in Dallas County District Court by DynaResource, Inc. and DynaResource de Mexico, S.A. de C.V. (collectively "DynaResource").

The Issuer believes that DynaResource's lawsuit has no legal basis and is entirely without merit, and intends to vigorously challenge the lawsuit and pursue all of its legal rights and remedies.

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:

Michael Clark, Chief Financial Officer
Phone: 778-330-2752 or 604-671-4614

Item 9. Date of Report

January 22, 2013