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

June 24, 2013

Item 3. News Release

A news release announcing the material change referred to in this report was issued on June 24, 2013.

Item 4. Summary of Material Changes

On June 24, 2013 the Issuer announced that the requisite majority of Oroco Resource Corp. ("Oroco") shareholders have voted in favor of the binding agreement pursuant to which the Issuer will acquire the Cerro Prieto Project (the "Cerro Prieto Project") from Oroco. Completion of the transaction is subject to regulatory approval as well as standard closing conditions.

The Issuer also stated that that it has not made a production decision, and is not in a position to determine when mining may occur at the Cerro Prieto Project and gives no assurances in that regard.

The Issuer also announced that it is currently working to complete a mineral resource estimate compliant under *National Instrument 43-101 – Standards of Disclosure for Mineral Projects* which the Company anticipates will be completed on or before July 31, 2013.

Item 5. Full Description of Material Change

On June 24, 2013 the Issuer announced that the requisite majority of Oroco Resource Corp. ("Oroco") shareholders have voted in favor of the binding agreement pursuant to which the Issuer will acquire the Cerro Prieto Project (the "Cerro Prieto Project") from Oroco.

Completion of the transaction is subject to regulatory approval as well as standard closing conditions.

The Issuer also stated that that it has not made a production decision, and is not in a position to determine when mining may occur at the Cerro Prieto Project and gives no assurances in that regard.

The Issuer also announced that it is currently working to complete a mineral resource estimate compliant under *National Instrument 43-101 – Standards of Disclosure for Mineral Projects* which the Company anticipates will be completed on or before July 31, 2013.

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

June 25, 2013