

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 *Name and Address of the Company*

Unigold Inc.
44 Victoria Street, Suite 504
Toronto, Ontario, Canada
M5C 1Y2

Item 2 *Date of Material Change*

June 10, 2013

Item 3 *News Release*

A news release setting out information concerning the material change described in this Report was issued by the Company on June 10, 2013 through CNW and filed on SEDAR.

Item 4 *Summary of Material Change*

On June 10, 2013, Unigold Inc. (the "**Company**" or "**Unigold**") announced the closing of its private placement of 20,000,000 units of the Company ("**Units**") at a price of \$0.25 per Unit for aggregate gross proceeds of \$5,000,000 (the "**Offering**"). Each Unit was composed of one common share of Unigold and three-quarters ($\frac{3}{4}$) of one common share purchase warrant (each whole warrant a "**Warrant**").

Item 5 *Full Description of Material Change*

5.1 *Full Description of Material Change*

On June 10, 2013, the Company announced that it had closed its private placement (the "**Private Placement**") of securities to International Finance Corporation ("**IFC**") for proceeds of CAD\$5,000,000.

The Private Placement resulted in the issuance of 20,000,000 Units at a price of \$0.25 per Unit. Each Unit was composed of one common share of Unigold and three-quarters ($\frac{3}{4}$) of one Warrant. Each Warrant will entitle the holder thereof to purchase one common share of Unigold (a "**Warrant Share**") at an exercise price of CAD\$0.50 until June 10, 2017, provided that if (a) the Company has filed on SEDAR a technical report, which complies with the requirements of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, with respect to the Neita project, which includes an estimate of a mineral reserve (whether probable or proven) or a mineral resource (whether inferred, indicated or measured) of at least 3,000,000 ounces of gold (not taking into consideration gold equivalent resources or reserves), regardless of deposit-type, and (b) on any calculation date, the closing price of the shares of the Company on the TSX Venture Exchange or other senior Canadian stock exchange on which the shares of the Company may then be listed, has exceeded \$1.00 for a period of 30 consecutive trading days, then within five (5) business days of the

end of such period, the Company may provide to IFC a written notice of the acceleration (a "**Notice of Acceleration**") of the expiry of the warrants with respect to 50% of the warrants held by IFC at such time, and such warrants, if not otherwise exercised, will expire 60 days after the date on which the Notice of Acceleration is delivered to IFC.

The securities issued under the Private Placement are subject to a four month hold period in Canada, which expires on October 11, 2013. Assuming no exercise of the Warrants, the common shares of the Company issued to IFC represent 8.21% of the outstanding shares of the Company as at the date of completion of the Private Placement. Assuming the exercise of all Warrants, IFC would hold 13.53% of the outstanding common shares of the Company on a partially diluted basis as at the date of completion of the Private Placement.

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***

Not applicable.

Item 8 ***Executive Officer***

The following executive officer of Unigold is knowledgeable about the material change and this report and may be contacted at the following address and telephone number:

Andrew Cheatle
President and Chief Executive Officer
44 Victoria Street, Suite 504
Toronto, ON M5C 1Y2
Telephone: (416) 866-8157
Fax: (416) 866-8674

Item 9 ***Date of Report***

June 14, 2013