Form 51–102F3
Material Change Report

Item 1 **Name and Address of Company**

New Guinea Gold Corporation
Suite 900, 595 Howe Street
Vancouver, BC V6C 2T5

(“NGG” or the “Company”)

Item 2 **Date of Material Change**

April 24, 2012.

Item 3 **News Release**

On April 24, 2012 and April 25, 2012, the Company disseminated news releases through Stockwatch and Market News Publishing Inc.

Item 4 **Summary of Material Change**

The Company announces that it has applied for a management cease trade order related to the Company’s securities.

The Company further announces the resignations of Colin Mckenzie, Michael Reynolds, and Bryan Nethery from the Company’s board of directors, and the resignation of Betty Anne Loy as the Company’s Corporate Secretary.

The Company also announces the appointment of Greg Heaney as President, CEO and Director.

Item 5 **Full Description of Material Change**

April 24, 2012 - Vancouver, British Columbia - New Guinea Gold Corporation (“New Guinea Gold” or the “Company”) (TSXV: NGG) announces that the filing of the Company’s audited annual financial statements for the year ended December 31, 2011, including the related management discussion and analysis, and CEO and CFO certifications (collectively, the “Annual Financial Filings”) will not be filed by the required filing deadline of April 30, 2012 (the “Filing Deadline”).

The Annual Financial Filings will not be filed before the Filing Deadline due to unforeseen delays in the completion of the Company’s plan of arrangement (the “Arrangement”) with PNG Gold Corporation. The Company had anticipated that the Arrangement would be completed prior to the Filing Deadline, and therefore that the Annual Financial Filings would not be required.

Colin McKenzie, Michael Reynolds, and Bryan Nethery have resigned from the Company's board of directors and Betty Anne Loy has resigned as the Company's Corporate Secretary. Greg Heaney has been appointed the Company's President, Chief Executive Officer (formerly Interim Chief Executive Officer), and Director. The Company's board of directors consists of Greg Heaney, Ces Iewago and Ab Berar.

The Company's staff are working diligently with its auditors and anticipates that it will be in a position to file the Required Documents before May 30, 2012.

The Company has applied to the applicable securities regulatory authorities for a management cease trade order related to the Company's securities to be imposed against all of the persons who are currently directors or officers of the Company to trade securities of the Company. The management cease trade order would be in effect until the Annual Financial Filings are filed.

Until the Annual Financial Filings are filed, the Company will provide information in accordance with National Policy 12-203 *Cease Trade Orders for Continuous Disclosure Defaults.*

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Greg Heaney
Chief Executive Officer

Telephone: (604) 689-1515

Item 9 Date of Report

Dated at Vancouver, British Columbia April 24, 2012

"*Greg Heaney*"

Greg Heaney
President, Chief Executive Officer, and Director