

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Atlanta Gold Inc.  
3700 – 1 First Canadian Place  
100 King Street West  
Toronto, Ontario  
M5X 1C9

**Item 2 Date of Material Change**

February 1, 2010.

**Item 3 News Release**

A news release with respect to the material change described herein was released on February 2, 2010 by CNW and filed on SEDAR.

**Item 4 Summary of Material Change**

On February 1, 2010, Atlanta Gold Inc.'s (the "Company") wholly-owned subsidiary, Atlanta Gold Corporation ("Atlanta Gold"), completed the previously announced purchase of certain mine buildings and equipment from Newmont USA Limited ("Newmont") in exchange for 4,535,600 common shares of the Company valued at US\$1 million.

**Item 5 Full Description of Material Change**

On February 1, 2010, the Company's wholly-owned subsidiary, Atlanta Gold, completed the previously announced (see news releases of July 7 and December 4, 2009) purchase of certain mine buildings and equipment from Newmont in exchange for 4,535,600 common shares of the Company valued at US\$1 million.

The assets acquired included four 2,200 horsepower electrical generators, water treatment facilities and warehouse and shop facilities. The shares issued are subject to a four month statutory hold period. The Company now has approximately 94.6 million common shares outstanding, of which Newmont owns approximately 4.8%. Relocation of the purchased assets to Atlanta Gold's site is required to be completed by October 31, 2010.

As previously announced, the parties have also agreed that Atlanta Gold may subsequently purchase up to an additional US\$500,000 of plant and equipment as may be agreed to by the parties.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

None.

**Item 7 Omitted information**

None.

**Item 8 Executive Officer**

For further information, contact Bill Baird, President and Chief Executive Officer of Atlanta Gold at 416-777-0013.

**Item 9 Date of Report**

February 3, 2010.

**ATLANTA GOLD INC.**

By: "Bill Baird"  
Bill Baird  
Title: President and Chief Executive Officer