

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

April 18, 2011.

Item 3 News Release

A News release with respect to the material change described herein was released on April 19, 2011 via CNW and filed on SEDAR.

Item 4 Summary of Material Change

Atlanta Gold Inc. (the “Company”) announced that the Idaho Conservation League (“ICL”) and the Northwest Environmental Defense Center (“NEDC”) have filed a complaint in the United States District Court for the State of Idaho against the Company’s wholly-owned subsidiary, Atlanta Gold Corporation (“AGC”) alleging violations of the United States Federal Water Pollution Control Act (“Clean Water Act”) and seeking declaratory and injunctive relief as well as civil penalties. AGC believes that it has complete defences to the allegations made by ICL and NEDC and will vigorously defend itself against their claims.

Item 5 Full Description of Material Change

The Company announced that the ICL and the NEDC have filed a complaint in the United States District Court for the State of Idaho against the Company’s wholly-owned subsidiary, AGC alleging violations of the Clean Water Act and seeking declaratory and injunctive relief as well as civil penalties. AGC believes that it has complete defences to the allegations made by ICL and NEDC and will vigorously defend itself against their claims.

The complaint alleges that AGC is in violation of the effluent limits contained in its National Pollutant Discharge Elimination System permit (“NPDES permit”) with respect to waters discharged into Montezuma Creek from property owned by the Bureau of Land Management and administered by the United States Forest Service (“USFS”), from the historic 900 adit portal located at the Atlanta Mine, near Atlanta, Idaho.

ICL previously sued AGC in 2005, alleging that AGC was discharging water into Montezuma Creek without a NPDES permit. Without admitting any liability, AGC and ICL entered into a Consent Decree, wherein AGC agreed to apply for a NPDES permit and to construct a pilot water treatment facility. AGC complied with all terms of the Consent Decree and has continued to use best management practices in operating the pilot water treatment facility in what it believed to be in cooperation with ICL.

Groundwater drains from the historic 900 adit, which was originally driven by companies that previously were in production at the historic mine site, into Montezuma Creek through the pilot water treatment facility constructed by AGC in 2006 as directed by the Consent Decree with ICL. AGC does not own the land on which the historic adit is located, nor does it have any use or right to use of the groundwater that is discharged from the historic adit. Notwithstanding that AGC's activities on the property have not caused the groundwater discharge, since 2006, AGC has been voluntarily treating approximately 2.5 million gallons of groundwater per month utilizing the pilot water treatment facility. That pilot water treatment facility was designed and constructed to meet or exceed applicable effluent standards that were in effect at the time of its installation. The naturally occurring historical levels of arsenic and iron are higher than the corresponding effluent levels contained in the NPDES permit, which are based on drinking water quality criteria.

As part of AGC's continuing efforts to reduce effluent levels, AGC has proposed a draft Plan of Operations to the USFS, subject to USFS approval, for the construction of a diversion pipeline to redirect water believed to be flowing through Montezuma Fault into the historic mine workings and discharging from the historic 900 adit to the existing pilot water treatment facility. AGC also proposed improvements to and expansion of the existing pilot water treatment facility to determine final best management practices for treating arsenic contaminated water in accordance with the applicable NPDES permit. In addition, AGC is proposing closure of the historic 900 adit and elimination of the water discharge and reclamation of the pilot water treatment facility area.

In consultation with SPF Water Engineering, LLC, AGC has cooperated and continues to cooperate and consult with the USFS, the United States Environmental Protection Agency, Idaho Department of Environmental Quality and Idaho Department of Water Resources regarding AGC's activities and environmental protection initiatives in Atlanta.

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

April 21, 2011.

ATLANTA GOLD INC.

By: “Bill Baird”
Bill Baird
Title: President and CEO