

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Atlanta Gold Inc.
5600 – 1 First Canadian Place
100 King Street West
Toronto, Ontario
M5X 1C9

Item 2 Dates of Material Changes

July 19, 2012.

Item 3 News Release

A news release with respect to the material change described herein was released on July 20, 2012 via CNW and filed on SEDAR.

Item 4 Summary of Material Change

Atlanta Gold Inc. (the “Company”) announced that the U.S. District Court for the State of Idaho issued a Memorandum Decision on July 19, 2012 in respect of the non-compliance by the Company’s wholly-owned subsidiary, Atlanta Gold Corporation (“AGC”) with the United States Federal Water Pollution Control Act (“Clean Water Act”). The Court imposed a penalty of US\$2,000,000 to be paid by AGC on or before October 31, 2012 and ordered AGC to implement measures to come into compliance with the NPDES Permit by that same date.

Item 5 Full Description of Material Change

The Company announced that the U.S. District Court for the State of Idaho issued a Memorandum Decision on July 19, 2012 in respect of the non-compliance by the Company’s wholly-owned subsidiary, AGC with the Clean Water Act. The Court imposed a penalty of US\$2,000,000 to be paid by AGC on or before October 31, 2012 and ordered AGC to implement measures to come into compliance with the NPDES Permit by that same date. The Court had previously determined that AGC was not in compliance with the Clean Water Act with respect to AGC’s operation of a pilot water treatment facility (“PWTF”) used to treat discharge from the historic 900 level adit near AGC’s Atlanta Project. AGC did not construct the adit or cause the discharge that flows from the adit. The PWTF has treated discharge from the adit since 2006 to remove 85% of the naturally-occurring arsenic before it flows into Montezuma Creek. AGC intends to comply with the Court’s ruling and pay the imposed fine. The Company will commence improvements to the PWTF to meet compliance with the Clean Water Act, to initiate final closure and remediation of the adit and to develop the Atlanta Project subject to the approval of the U.S. Forest Service.

AGC has submitted a staged Supplemental Plan of Operations (“SPOO”) and a closure plan for the adit intended to resolve all issues relating to the adit discharge and subject to the approval of the U.S. Forest Service, the SPOO and Remedial Action Plan are expected to be initiated in July 2012.

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, Vice-President and Chief Financial Officer of the Company at 416-777-0013.

Item 9 Date of Report

July 23, 2012.