

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

ITEM 1 Name and Address of Company:

Bandera Gold Ltd.
#6, 3908 97 Street
Edmonton, AB
T6E 6N2

ITEM 2 Date of Material Change:

April 6, 2011.

ITEM 3 News Release:

News Release dated April 6, 2011, was disseminated by Canada Stockwatch and Market News on April 6, 2011 and a copy of the Material Change Report will be filed with the Alberta and British Columbia Securities Commissions and the TSX Venture Exchange on April 6, 2011, by SEDAR.

ITEM 4 & 5 Summary and Full Description of Material Change:

See attached News Release dated April 6, 2011.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Subsection 7.1(2) or (3) is not being relied upon.

ITEM 7 Omitted Information:

No Information has been omitted on the basis that it is confidential.

ITEM 8 Executive Officer:

Mr. Kelvin Williams, President and CEO
Telephone: (780) 465-4129

ITEM 9 Date of Report

April 6, 2011.

"Kelvin Williams"
KELVIN WILLIAMS
President and CEO



BGL-TSXV

April 6, 2011

BANDERA APPOINTS NEW BOARD MEMBER

Bandera Gold Ltd. ("Bandera") is pleased to announce the appointment of Mr. Stephen Roehrig to the Board of Directors of Bandera. Mr Roehrig was an honors graduate from the Building Construction Engineering Program at the Northern Alberta Institute of Technology ("NAIT"). After Mr. Roehrig's graduation from NAIT in 1981 he was initially employed in sales until he acquired Tire-Ex Supply Ltd. Mr. Roehrig then founded and managed another company, Rock Mountain Air Compressors Ltd. Since selling both companies in 2000, Mr. Roehrig has been a self-employed consultant on various projects.

On Behalf of the Board

Kelvin Williams
President and CEO

For further information please contact:
Kelvin Williams, President and CEO (780) 465-4129
Web: www.banderagold.com

Or Micro Cap et al, Investor Relations at: (877) 642-7622
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Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. Information provided herein contains forward-looking statements. The reader is cautioned that assumptions used in the preparation of such information, which are considered reasonable by Bandera at the time of preparation, may prove to be incorrect. Actual results achieved will vary from the information provided and the variations may be material. There is no representation by Bandera that actual results achieved will be the same in whole or in part as those indicated in the forward-looking statements.