

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Vangold Resources Ltd.
Suite 900 – 595 Howe Street
Vancouver, BC V6C 2T5
("Vangold" or the "Company")

Item 2 Date of Material Change

June 11, 2012

Item 3 News Release

News release was disseminated on June 11, 2012

Item 4 Summary of Material Change

The Company closed the second tranche of its non-brokered private placement in an amount of 900,000 Units at a price of \$0.05 per Unit.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company closed the second tranche of its non-brokered private placement announced on April 2, 2012, in an amount of 900,000 Units at a price of \$0.05 per Unit. Each Unit is comprised of one common share and one non-transferable warrant, a whole warrant entitling the holder thereof to purchase an additional common share of Vangold at a price of \$0.10 until 4:00 pm on June 7, 2014. The warrant will be subject to accelerated expiry if at any time after the date that is four months and one day after the closing, the Issuer's common shares trade on the Exchange at a price of \$0.20 or more for the preceding 20 consecutive trading days.

The securities issued pursuant to the second tranche will be subject to a four month hold period expiring October 8, 2012. No finder's fees were paid on the second tranche. The closing of further tranches and the payment of any finder's fees thereon remain subject to final acceptance by the Exchange.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Dal Brynelsen, CEO at (604) 684-1974 ext 223

Item 9 Date of Report

June 11, 2012