

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

ITEM 1 NAME AND ADDRESS OF COMPANY

Spanish Mountain Gold Ltd.
920 – 1055 West Hastings Street
Vancouver, BC V6E 2E9
(the “Company”)

ITEM 2 DATE OF MATERIAL CHANGE

March 31, 2011

ITEM 3 NEWS RELEASE

March 31, 2011

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company announced the appointment of Dr. Morris Beattie, P. Eng. to the board of directors of the Company.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

See Schedule “A”

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICER

Larry Yau, Chief Financial Officer; Telephone: 604-601-3652

ITEM 9 DATE OF REPORT

Dated at Vancouver, B.C. this 31st day of March, 2011.



Schedule “A”

March 31, 2011

Spanish Mountain Announces Appointment of New Director

Spanish Mountain Gold Ltd. (“the Company”) (SPA-TSXV) is pleased to announce the appointment of Dr. Morris Beattie, P. Eng. to the board of directors of the Company.

Morris has 40 years experience in both technical and corporate aspects of the mining industry. He has a PhD in Mining and Mineral Process Engineering from the University of British Columbia. He has gained extensive experience in all aspects of extractive metallurgy and project development. Dr. Beattie’s experience also includes due diligence studies, audits, preliminary economic evaluation of projects as well as directing and contributing to project feasibility studies.

Morris has served as a Director of Galahad Gold Plc, directing the development of Galahad’s projects, including preliminary economic evaluations, drill programs and feasibility studies. He was also a Director of Northern Dynasty Minerals, contributing to the development of the Pebble copper-gold Project in Alaska. More recently, until 2008, he served as Vice President – Project Evaluations with Quadra Mining Ltd.

Since 2009 he has provided advisory services to the UK based Junior Gold Fund as well as to Spanish Mountain Gold.

“Morris represents a significant addition to the board of Spanish Mountain Gold and will help our team realize the full potential of the Spanish Mountain Project” commented Brian Groves, President and CEO.

In connection with this appointment, the Company reports that it has granted options to acquire an aggregate of 300,000 common shares of the Company at an exercise price of \$0.65 until March 31, 2016. The foregoing is subject to regulatory acceptance.

About Spanish Mountain Gold

Spanish Mountain Gold Ltd is focused on the responsible development of its flagship Spanish Mountain gold project in southern central British Columbia, Canada. The Company has no debt and owns 100% of all four gold properties located in British Columbia. Additional information about the Company and its project are available on its website: www.spanishmountaingold.com

On Behalf of the Board,

SPANISH MOUNTAIN GOLD LTD.

Brian Groves,
President and CEO

March 31, 2011

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or

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This News Release contains forward-looking statements. Forward looking statements are statements which relate to future events. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential", or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking-statements. Management has assumed that these will be our major projects going forward. Risks include that we are unable to satisfy environmental or other regulators, that we determine that our resources are not commercially viable, or that we have difficulties due to unavailability of labour or equipment.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggests herein. Except as required by applicable law the Company does not intend to update any forward-looking statements to conform these statements to actual results.