

This is the form of material change report required under Section 85(1) of the Securities Act.

BC FORM 51-102F3
(formerly Form 53-901F)

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

Mexigold Corp.
Suite 2050 – 1055 West Georgia Street
Vancouver, BC V6E 3P3
(604) 684-2181

Item 2. Date of Material Change

April 11, 2012

Item 3. Press Release

Issued on April 11, 2012, at Vancouver, BC Canada and distributed to the TSX Venture Exchange, Market News and Vancouver Stockwatch.

Item 4. Summary of Material Change

Mexigold Corp reports on recently completed drilling at the Pedernal project in Durango, Mexico which intersected the upper part of a gold-bearing epithermal vein system and can now be followed up with further exploration. A total of over 1,500m were drilled in seven holes which tested three veins of the more than eight vein zones so far identified on the property. The drilling has demonstrated favorable indications for both vein and potentially larger bulk tonnage mineralization styles.

Item 5. Full Description of Material Change

Please see attached press release.

Item 6. Reliance on Section 85(2) of the Act

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers/Directors

The following senior officers/directors of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Praveen Varshney
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Peeyush K. Varshney
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Item 9. Statement of Senior Officer/Director

The foregoing accurately discloses the material change referred to herein.

Dated this 11th day of April, 2012.

“Peeyush. Varshney”

Peeyush Varshney
Name

Director
Position / Title

Vancouver, B.C.
Place of Declaration



MEXIGOLD CORP.

FOR IMMEDIATE RELEASE

Contact: Investor Relations
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Wednesday, April 15, 2012
(No.2012-04-04)

Mexigold Corp. and Partner Riverside Resources Report Results from Drilling on the Pedernal Gold-Silver Project in Durango, Mexico

Vancouver, BC – April 11, 2012 – Mexigold Corp. ("Mexigold" or the "Company") (TSX-V: MAU) is pleased to report on recently completed drilling at the Pedernal project in Durango, Mexico which intersected the upper part of a gold-bearing epithermal vein system and can now be followed up with further exploration. A total of over 1,500m were drilled in seven holes which tested three veins of the more than eight vein zones so far identified on the property. The drilling has demonstrated favorable indications for both vein and potentially larger bulk tonnage mineralization styles.

Background:

The Pedernal project is located in the Municipality of San Pedro del Gallo, Durango and just northeast of Silver Standard's Pitarilla deposit which is being progressed toward a mine operation, and west of the historic mining district of Peñoles where exploration drilling is following up on previous Ag-Au operations.

The Pedernal mining concession covers 23,716 hectares and contains an extensive network of silica veins and breccia zones with no previous indication of historic mining or prospecting activity. The Pedernal property lies along a regional northwest-trending structural contact between the Upper Cretaceous Mezcalera Formation sediments (sandstones, limestones and shales) to the east and Tertiary volcanic rocks to the west. Mezcalera Formation sediments are cut by intrusives, including altered diorite/syenite dikes and granodiorite. This structural contact is important as it aligns with major mining districts in Mexico such as the Fresnillo District, Zacatecas District and other world class silver-gold camps.

Eight principal NW to WNW trending vein zones have been outlined by geologic mapping, rock and soil sampling, trenching, magnetometer geophysics and fluid inclusion studies, with excellent potential to find more vein structures on the property. The zones are, from west to east, the Tablones, Becerros, Pedernal, Caballos, Represo, Papalote, Milpa, and Ranchito. On surface, the veining and silicification varies from 50 cm to 30 m in width and is hosted principally within the Mezcalera Formation sediments. The Tablones - Pedernal structure lies on, or close to, and parallel to, the unconformable volcanic/sediment contact. These principal silicified structural zones dip moderately (40-60°) to the southwest and can be traced individually on surface for up to 3.5 kilometers.

Mineralization on the project includes veins and veinlets, breccia, and stockwork and their oxidized equivalents. Vein textures are typical of the high levels of an epithermal system, including matrix-supported breccia, cockscomb texture and drusy open-space filling. The epithermal textures coupled with elevated Au-Ag values and elevated As-Hg-Sb-Mo-Zn (pathfinders) geochemistry indicate the veins are within the high levels of a low-sulfidation epithermal system.

2012 Drilling:

Drilling was designed to test the upper zones of mineralization immediately beneath vein traces where trenching

and soil sampling had defined gold anomalies. Three zones, the Tablones, Ranchito and Milpa areas, were shallowly drilled and results indicate favorable vein morphology, alteration and geochemistry demonstrating the potential for improved mineralization down-dip and along-strike.

Drilling demonstrated that the most abundant vein types are dominated by either quartz or calcite with an accompanying propylitic assemblage of chlorite and pyrite, with or without specularite or red hematite. In some places veinlets aggregate to form stockwork zones. The best gold values are often associated with matrix-supported, calcite and/or quartz cemented breccia; typically with brecciated clasts indicating multiple brecciation events.

Tablones:

Four holes tested approximately 125 m of vein length, with three holes on one section to test both the vein segment exposed in trenching and the enveloping (and wider) gold-in-soil anomaly adjacent to the vein. PD-12-01 and PD-12-03 intersected a 60m thick (apparent width) southwest dipping interval of strongly veined and stockworked sandstone with intercalated fine grained black shale accompanied by quartz and calcite veinlets and narrow fault zones with strong silicification. Pyrite occurs as disseminations and fracture fillings, typically within well-developed local breccias with silica cemented fragments. Gold values were generally elevated within narrow breccia zones, with highs up to 0.12 g/t. Silver values ranged up to 3.2 g/t. PD-12-03 cut 17.7 meters (apparent width) of 0.82 g/t Ag from a downhole depth of 41.3 meters, and a lower zone of 84.3 meters (apparent width) that cut 0.33 g/t Ag from a downhole depth of 80.2 meters.

Hole PD-12-04 (on same section but in the opposite direction) cut 30 meters (apparent width) of 1.1 g/t Ag from a downhole depth of 72.5 meters. Hole PD-12-02 was drilled approximately 125 m NW of holes 1,2 & 4, and cut a broadly anomalous Ag-As ± Zn zone from 30m to 104m (apparent width) with Au values up to 0.14 g/t and Ag up to 1.5 g/t. One section cut 2.9 meters of 0.11 g/t Au and 0.44 g/t Ag from a downhole depth of 32.0 meters. The drilling intersected black carbonaceous shale with intercalated sandstone and accompanied by calcite-quartz stockworks, local strong silicification and pyrite infilling fractures and within narrow brecciated segments with clay cemented silica fragments.

Ranchito:

A single hole (PD-12-05) tested the Ranchito vein and intersected a broadly anomalous As ± Zn ± Hg zone from 34.2m to 127.20m (apparent width) with Au values up to 0.25 g/t and Ag values up to 0.7 g/t. The interval was characterized by brecciated shale intercalated with carbonaceous brown shale and strongly microveined with quartz-calcite veinlets, with typically the best Au values associated with open-spaced, vuggy quartz-calcite druses accompanied by strong local iron oxide and pyrite. The hole cut 6.1 meters (apparent width) of 0.19 g/t Au, from a downhole depth of 38.3 meters.

Milpa:

The Milpa vein was tested by two holes spaced about 250 meters apart. Hole PD-12-06 intersected a broadly anomalous Au-Ag-As ± Zn ± Hg zone from 12.0m to 46.0m with Au values up to 0.38 g/t and Ag values up to 0.9 g/t. Hole PD-12-07 intersected a broadly anomalous Ag-As-Zn ± Hg zone from 85.9m to 124.0m (EOH) with Au values up to 0.35 g/t and Ag values up to 1.0 g/t. The holes both intersected a wedge of silica-cemented breccia and intercalated carbonaceous shale with disseminated pyrite and a dense network of quartz-calcite veinlets. A few syenite dykes were noted. The best drilling of this campaign was at the Milpa zone, with hole PD-12-06 cutting 25.8 meters (apparent width) of 0.13 g/t Au and 0.38 g/t Ag from a downhole depth of 20.2 meters. Hole PD-12-07 cut two intervals, including 8.6 meters (apparent width) of 0.16 g/t Au and 0.68 g/t Ag from a downhole depth of 87.5 meters.

A table of highlighted results is shown below:

Hole	Zone	From (m)	To (m)	Core Length (m)	Au (g/t)	Ag (g/t)
PD-12-01	Tablones	22.6	37.5	14.9	-	0.30
PD-12-02	Tablones	32.0	34.9	2.9	0.11	0.44
PD-12-03	Tablones	41.3	59.0	17.7	-	0.82

		80.2	164.5	84.3	-	0.33
PD-12-04	Tablones	72.5	102.5	30.0	-	1.10
PD-12-05	Ranchito	34.2	36.0	1.8	0.13	-
		38.3	44.4	6.1	0.19	-
		58.9	64.4	5.5	0.11	-
		85.9	87.8	1.9	0.14	
PD-12-06	Milpa	12.0	14.5	2.5	0.18	-
		20.2	46.0	25.8	0.13	0.38
	including	20.2	33.6	13.4	0.14	-
	including	38.2	46.0	7.8	0.15	-
PD-12-07	Milpa	49.9	54.6	4.7	0.12	0.85
		87.5	96.1	8.6	0.16	0.68
	including	87.5	88.9	1.4	0.35	0.70

Note: core lengths are apparent width; true width is approximately 95% of apparent width

It is clear from the geometry, textures, fluid-inclusion temperatures, and geochemistry of the veins sampled at Pedernal that the drill holes intersected the upper levels of a low-sulfidation epithermal system. Drilling demonstrated down-dip continuity of 300 m from surface in the Tablones zone (holes PD-12-01, 3, 4) and along-strike continuity at depth of 250 m in the Milpa zone (holes PD-12-06, 7).

The best assay results are from the Ranchito and Milpa zones, including up to 0.38 g/t Au. Significant results as listed in the table above occur within broader envelopes of brecciated and stockworked veining with elevated to anomalous pathfinder elements such as Au, As, Hg, Sb, Mo and Zn. These sections correlate well with zones of stockwork quartz and calcite veining and calcite-healed matrix breccias, and connect to known vein zones as sampled on surface in rock-chip and trench samples. The best Au grades tend to occur in quartz- and calcite-matrix breccia. However, anomalous Au and elevated trace-element values also occur in thick sections of wall rock, outside of veins. This indicates that mineralizing fluids penetrated large volumes of rock, and points to potential for a large, bulk-mineable deposit beneath the current depths of drilling.

Discussion:

Pedernal is an extensive property and to-date only several segments of select vein targets in the central area of the property have been examined. The known zones defined to-date comprise less than 20% of the total property and drilling has so far only tested a small length of three zones. More comprehensive work is required to fully evaluate the property potential and to follow up on promising drill results.

Riverside Resources is the operator of Mexigold's exploration program in Mexico. Core samples were sent to Inspectorate's sample-preparation lab in Durango City, Durango. Pulps were subsequently sent to Inspectorate's assay lab in Sparks, Nevada, USA for Au and Ag by fire assay and a 30-element, trace-level ICP package with aqua regia digestion. Inspectorate's Sparks, Nevada analysis lab is certified to ISO 9001:2008.

Riverside implemented a rigorous quality assurance and quality control program that included insertion into the sample stream of commercially prepared gold and copper-gold reference standards, local coarse blanks, and duplicate samples. The total number of drill samples sent to the lab was 789; a total of 115 QA/QC control samples were submitted, representing 14.6% of the drill samples. All QA/QC results were reviewed and deemed acceptable. All of the assays for Au and Ag fall within three standard deviations or 95% confidence of the accepted values for the standard reference materials.

Ken MacDonald, PGeo, technical adviser, is the designated qualified person as defined by National Instrument 43-101 and is responsible for the technical information contained in this release.

ON BEHALF OF THE BOARD OF DIRECTORS

Praveen Varshney, CA
President & CEO

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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