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 23, 2012

Item 3. Press Release

Issued on April 23, 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. announces that it has retained Deutsche Investor-Relations GmbH to provide Mexigold with investor relations services in Europe. DIRG and Mexigold are at arm's length.

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
Director
Suite 2050 – 1055 West Georgia St.
Vancouver, BC
V6E 3P3
(604) 684-2181

Peeyush K. Varshney
Director
Suite 2050 – 1055 West Georgia St.
Vancouver, BC
V6E 3P3
(604) 684-2181

Item 9. **Statement of Senior Officer/Director**

The foregoing accurately discloses the material change referred to herein.

Dated this 23rd day of April, 2012.

"Peeyush. Varshney"

Peeyush Varshney
Name

Director
Position / Title

Vancouver, B.C.
Place of Declaration

FOR IMMEDIATE RELEASE

Contact: Investor Relations
Phone (604) 684-2181 ext.318
colin@mexigoldcorp.com

Monday, April 23, 2012
(No.2012-04-05)

Mexigold Corp. Retains European Investor Relations Firm

Vancouver, BC – April 23, 2012 – Mexigold Corp. ("Mexigold" or the "Company") (TSX-V: MAU) is pleased to announce that it has retained Deutsche Investor-Relations GmbH ("DIRG") to provide Mexigold with investor relations services in Europe. DIRG and Mexigold are at arm's length.

DIRG is a Berlin-based investor relations firm that provides a multitude of investor relations services to publically traded companies looking to establish support in German-speaking Europe. DIRG will create an online presence for Mexigold through the creation of a corporate profile on www.wallstreetonline.de, with the intent of creating a multifaceted investor relations program based on this profile.

Pursuant to an agreement between DIRG and Mexigold (the "Agreement"), DIRG will be paid €2,500 EURO per month to provide the said services for a period of 3 months, subject to automatic 3 months renewals unless cancelled in advance by either party on one month notice.

In addition, DIRG has been granted a stock option to purchase up to 150,000 shares of Mexigold at $0.15 each for a period of 24 months.

The agreement is subject to the approval of the TSX Venture Exchange.

ON BEHALF OF THE BOARD OF DIRECTORS
Praveen Varshney, CA
President & CEO

For additional information contact:

Colin Robson
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Please visit us at www.MexiGoldCorp.com