MATERIAL CHANGE REPORT

1. *Name and Address of Reporting Issuer:*

   GoGold Resources Inc.
   1969 Upper Water Street, Suite 2108
   Halifax, NS B3J 3R7

2. *Date of Material Change:*

   February 15, 2011

3. *News Release:*

   A news release was issued and disseminated on February 15, 2011 through CNW and filed on SEDAR. See Schedule "A" attached hereto for a copy of the news release.

4. *Summary of Material Change:*

   GoGold Resources Inc. (the "Company" or "GoGold"), announced that the Company signed a binding letter of intent ("LOI") to acquire all of the issued and outstanding securities of Mexican Gold Holdings Corporation Incorporated ("MHC"), a Canadian company, by way of security exchange. MHC and MHC's wholly owned Canadian subsidiary, North American Gold Holdings Corporation Incorporated ("NAHC"), together own 100% of Minera Dorango Dorado S.A. DE C.V., a Mexican company, ("MDD"). MDD is a party to agreements to earn a 100-per-cent interest in five (5) gold and silver properties consisting of a number of Mexican mining concession titles (the "Claims") covering approximately 24,000 hectares in Durango, Mexico.

5. *Full Description of Material Change:*

   Please see Schedule "A" attached hereto for a copy of the news release.

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

   Not applicable.

7. *Omitted Information:*

   None.

8. *Executive Officer:*

   For further information, please contact:
   Terence F. Coughlan
   President, CEO and CFO
   Phone (902) 499-2211
   Fax (902) 446-2001

9. Date of Report:

February 15, 2011

Dated at Halifax, Nova Scotia this 15th day of February, 2011.

GOGOLD RESOURCES INC.

Signed "Terence F. Coughlan"
Per: ______________________________
PRESIDENT, CEO & CFO

GoGold Resources Inc. Signs LOI to Acquire Gold/Silver Properties in Mexico

/NOT FOR DISTRIBUTION TO US WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES OF AMERICA/

Trading Symbol: TSX-V: GGD
Shares Issued: 41,716,665

HALIFAX, Feb. 15 /CNW/ - Terry Coughlan, President and CEO of GoGold Resources Inc. ("GoGold" or the "Company"), announces that the Company today has signed a binding letter of intent ("LOI") to acquire all of the issued and outstanding securities of Mexican Gold Holdings Corporation Incorporated ("MHC"), a Canadian company, by way of security exchange. MHC and MHC's wholly owned Canadian subsidiary, North American Gold Holdings Corporation Incorporated ("NAHC"), together own 100% of Minera Dorango Dorado S.A. DE C.V., a Mexican company, ("MDD"). MDD is a party to agreements to earn a 100-per-cent interest in five (5) gold and silver properties consisting of a number of Mexican mining concession titles (the "Claims") covering approximately 24,000 hectares in Durango, Mexico (the "MDD Agreements").

"This is a significant milestone for us", stated Terry Coughlan, President and CEO of GoGold, "based on my experience in Mexico, the work the MDD team has completed over the past two years, with regards to consolidating such a large group of claims is highly commendable. The area is reminiscent of when I first visited Ocampo in 1999 where we developed one of the largest gold mines in Mexico which now employs over 3,000 people. Our company today is well positioned financially and we look forward to advancing our exploration activities in the district."

Under the terms of the LOI, GoGold will issue 14 million shares of the Company to the shareholders of MHC and pay a total of $1,100,000. The LOI is subject to TSX Venture Exchange (the "Exchange") and other regulatory approvals. As well, closing is subject to satisfactory due diligence by the Company, a satisfactory NI 43-101 geological report being completed by GoGold and approved by the Exchange, execution of a definitive share exchange agreement, approval of the GoGold board of directors and other customary approvals for transactions of this type. GoGold also agreed to make a non-refundable payment of $115,000 to MHC for entering into a confidentiality and standstill agreement.

The Claims are host to an epithermal gold/silver system that extends for more than 15 kilometres. Widespread gold in quartz veins, breccias and stockworks occurs over the length of the system. The district has been mined on a small scale historically and has produced gold reportedly from as far back as the 1700's. MHC has spent the last two years assembling the claim area and developing relationships with local officials, geologists, contractors and inhabitants. Their exploration work over the last two years included recognisance sampling which identified gold and silver in veins and in large disseminated alteration zones along the entire strike of the system.

The terms of the MDD Agreements provide MDD with an option to acquire a 100% interest in the Claims in exchange for the following:

i. a first year payment of $140,000;

ii. a total work commitment for all Claims for the first three years of $900,000 and a total work commitment for years four through eight for all Claims of $2,650,000;

iii. paying a minimum advance royalty of $130,000 per annum starting in year three and ending in year eight. The royalty is based on a payment of up to $4.00 per ounce of gold equivalent NI 43-101 compliant mineable reserves ("Reserves"). Any advance royalty payments will be applied against the final royalty payment due. MDD has agreed to pay the current optionors of the Claims an ongoing royalty of up to $4.00 per ounce of any future increase in Reserves; and

iv. MDD may exercise the option to acquire the Claims at any time by paying the royalty or at the end of the eight year period provided all payments above have been made.

Trading of GoGold's stock has been halted and will remain halted, pursuant to Exchange Policy 5.3, until filing with and review of an NI 43-101 geological report for the Claims by the Exchange.

The Company also advises that Mr. Daniel Whittaker has replaced Mr. Glenn Jessome effective today as Corporate Secretary. The Company would like to thank Mr. Jessome for his contribution to the Company.

Mr. Terry Coughlan, PGeo, President and CEO of GoGold, is the qualified person as defined by National Instrument 43-101 and is responsible for the preparation of this release.

CAUTIONARY STATEMENT:

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release. No stock Exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. This News Release includes certain "forward-looking statements". All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding potential mineralization and reserves, exploration results, and future plans and objectives of GoGold, are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from GoGold's expectations are exploration risks detailed herein and from time to time in the filings made by GoGold with securities regulators.

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For further information:

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CO: GOGOLD RESOURCES INC.

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