

MATERIAL CHANGE REPORT

1. *Name and Address of Reporting Issuer:*

GoGold Resources Inc.
#1301 – 2000 Barrington Street
Cogswell Tower
Halifax, NS B3J 3K1

2. *Date of Material Change:*

February 18, 2014

3. *News Release:*

A news release was issued and disseminated on February 18, 2014 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 Ltd. (TSX: GGD), (GoGold), provided an update on its Parral Tailings Project in Mexico. Construction is going extremely well with the heap leach facility approximately 60% complete. Pad preparation is progressing on schedule with liner installation well underway. Power lines are under construction and water wells are prepared and ready for mechanical installation. Approximately 50% of the steel works have been delivered to site and are being constructed with the remaining structural materials arriving over the next few weeks. Overall the project is on schedule and on budget. The company expects to begin stacking ore in April with gold and silver production commencing in May 2014.

Construction of the project continues to go very well and a number of optimizations have been identified from our final engineering and additional detailed test work as well as the final negotiation of operational contracts.

- Costs are expected to be lower than what was in the original prefeasibility study as amongst other factors, there is currently an industry-wide surplus of available cyanide. The additional technical work, as part of a more detailed mine schedule encompassed additional metallurgical testing completed by Kappes, Cassiday & Associates (KCA) as recommended by Golder Associates Ltd., the technical representatives for Orion Mine Finance and was required to initiate the second tranche of the financing.
- The additional columns showed similar recoveries as the original study but a reduction in the use of cyanide in the process was indicated and also noted was an increase in overall grade.
- These additional column tests completed which represented in detail what would be the first eight quarters of production at the mine, showed lower cyanide consumption. With cyanide being one of the most cost

critical consumables at the mine, this reduction will have a positive effect on reducing cost per ton.

Additional reductions in costs included lower zinc consumption, cement costs, transportation costs, and contract mining costs. These reductions should reduce the overall cost per ton to produce versus the previous pre-feasible study.

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) of National Instrument 51-102:*

Not applicable.

7. *Omitted Information:*

None.

8. *Executive Officer:*

For further information, please contact:
Terence F. Coughlan
President and CEO
Phone (902) 499-2211
Fax (902) 442-1898

9. *Date of Report:*

February 20, 2014

Dated at Halifax, Nova Scotia this 20th day of February, 2014.

GOGOLD RESOURCES INC.

Per: "Terry Coughlan"
PRESIDENT & CEO

SCHEDULE "A"
NEWS RELEASE

February 18, 2014
PR # 02 - 2014

Trading Symbol: TSX: GGD
Shares Issued: 132,981,894

GoGold Updates on Parral Construction Progress

GoGold Resources Ltd. (TSX: GGD), (GoGold), is pleased to provide an update on its Parral Tailings Project in Mexico. Construction is going extremely well with the heap leach facility approximately 60% complete. Pad preparation is progressing on schedule with liner installation well underway. Power lines are under construction and water wells are prepared and ready for mechanical installation. Approximately 50% of the steel works have been delivered to site and are being constructed with the remaining structural materials arriving over the next few weeks. Overall the project is on schedule and on budget. The company expects to begin stacking ore in April with gold and silver production commencing in May 2014. There are numerous pictures available at www.gogoldresources.com that further illustrate the work completed and the progress being made.

Construction of the project continues to go very well and a number of optimizations have been identified from our final engineering and additional detailed test work as well as the final negotiation of operational contracts.

- Costs are expected to be lower than what was in the original prefeasibility study as amongst other factors, there is currently an industry-wide surplus of available cyanide. The additional technical work, as part of a more detailed mine schedule encompassed additional metallurgical testing completed by Kappes, Cassiday & Associates (KCA) as recommended by Golder Associates Ltd., the technical representatives for Orion Mine Finance and was required to initiate the second tranche of the financing. The additional columns showed similar recoveries as the original study but a reduction in the use of cyanide in the process was indicated and also noted was an increase in overall grade.
- These additional column tests completed which represented in detail what would be the first eight quarters of production at the mine, showed lower cyanide consumption. With cyanide being one of the most cost critical consumables at the mine, this reduction will have a positive effect on reducing cost per ton.
- Additional reductions in costs included lower zinc consumption, cement costs, transportation costs, and contract mining costs. These reductions should reduce the overall cost per ton to produce versus the previous pre-feasible study.

The company looks forward to commencement of production in May 2014 and a further opportunity to increase efficiencies and potential savings as the company ramps up towards commercial production.

Qualified Person

Mr. Terence F. Coughlan, P.Geo, President and CEO of GoGold, is a qualified person as defined by National Instrument 43-101, *Standards of Disclosure for Mineral Projects* and has reviewed the scientific and technical information in this release.

For further information please contact:

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CAUTIONARY STATEMENT:

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered or sold within the United States or to, or for the benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or pursuant to exemptions therefrom. This release does not constitute an offer to sell or a solicitation of an offer to buy of any of GoGold's securities in the United States.

This news release may contain "forward-looking information" as defined in applicable Canadian securities legislation. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the impact of the private placement and debt financing on GoGold and the Parral tailings project, and future plans and objectives of GoGold, constitute forward-looking information that involve various risks and uncertainties. Forward-looking information is based on a number of factors and assumptions which have been used to develop such information but which may prove to be incorrect, including, but not limited to, assumptions in connection with the continuance of GoGold and its subsidiaries as a going concern, general economic and market conditions, mineral prices, the accuracy of mineral resource estimates, and the ability to satisfy all conditions to funding of the second tranche under the credit agreement. There can be no assurance that such information will prove to be accurate and actual results and future events could differ materially from those anticipated in such forward-looking information.

Important factors that could cause actual results to differ materially from GoGold's expectations include exploration and development risks associated with the GoGold's projects, the failure to establish estimated mineral resources or mineral reserves, volatility of commodity prices, variations of recovery rates and global economic conditions. For additional information with respect to risk factors applicable to GoGold, reference should be made to GoGold's continuous disclosure materials filed from time to time with securities regulators, including, but not limited to, GoGold's Annual Information Form. The forward-looking information contained in this release is made as of the date of this release.