

FORM 51 – 102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Xtra-Gold Resources Corp. (“Xtra-Gold” or the “Company”)
360 Bay Street – Suite 301
Toronto ON M5H 2V6

2. Date of Material Change

November 9, 2011

3. News Release

A news release with respect to the material change referred to in this Report was disseminated by Xtra-Gold on November 9, 2011 through the facilities of the Globe newswire disclosure network, a copy of which is attached as Schedule “A”.

4. Summary of Material Change

Xtra-Gold announced that ongoing drilling of 15 new diamond core holes (5,714 metres) on its Kibi Gold Project continues to confirm the down-plunge continuity and the multiple en-echelon vein package structural style of the Big Bend gold zone, and demonstrate the multiple gold deposit potential within Zone 2 of the Company’s wholly-owned Kibi Gold Project, located in the Kibi – Winneba greenstone belt (“Kibi Gold Belt”), in Ghana, West Africa including 62 metres of 1.57 g/t gold, including 42 metres of 2.00 g/t gold; and 41 metres of 1.62 g/t gold, including 20 metres of 2.18 g/t gold.

5. Full Description of the Material Change

The material change is described in the news release attached as Schedule “A”.

6. Reliance on Confidentiality Provisions of Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Paul Zyla, President and Chief Executive Officer of Xtra-Gold, may be reached at 416 366-4227.

9. Date of Report

November 11, 2011

SCHEDULE "A"



NEWS RELEASE FOR IMMEDIATE RELEASE

Xtra-Gold intercepts 62 metres of 1.57 g / t gold, including 42 metres of 2.00 g / t gold; and 41 metres of 1.62 g / t gold, including 20 metres of 2.18 g / t gold, at Kibi Gold Project in Ghana, West Africa

Toronto, Ontario - November 9, 2011 – Xtra-Gold Resources Corp. ("Xtra-Gold" or the "Company") TSX: XTG; OTCBB: XTGR, is very pleased to announce that ongoing drilling continues to confirm the down-plunge continuity and the multiple en-echelon vein package structural style of the Big Bend gold zone, and demonstrate the multiple gold deposit potential within Zone 2 of the Company's wholly-owned Kibi Gold Project, located in the Kibi – Winneba greenstone belt ("Kibi Gold Belt"), in Ghana, West Africa.

Highlights of the 15 new diamond core holes (5,714 metres) reported today include:

- 62 metres grading 1.57 grams per tonne ("g/t") gold, including 2.00 g/t gold over 42 metres (and including 2.76 g/t gold over 19 metres) in #KBDD11141 from 232 metres down-hole (Big Bend Zone);
- 41 metres grading 1.62 g/t gold, including 2.18 g/t gold over 20 metres, in #KBDD11143 from 249 metres down-hole (East Dyke-North Zone);
- Big Bend Zone now traced over approximately 325 metre strike length and 500 metre down plunge from surface within the Central Granitoid body;
- South Ridge Gold Zone extended 170 metres further down dip than from 2010 drilling; gold mineralization now traced over distances of approximately 440 metres along the strike and 400 metres down the dip of the South Ridge Granitoid body;
- New typical Kibi-type granitoid hosted vein system (i.e. Road Cut Zone) discovered in diorite body located 60 metres due south of the Central Granitoid's Big Bend Zone;
- Second diamond drill rig contracted to accelerate delineation/infill drilling of the Big Bend Zone and East Dyke – North Zone geared towards an initial resource estimate.

**Table 1: Significant Drill Intercepts - Kibi Gold Project
Big Bend Zone (Central Granitoid) / East Dyke Zone**

Hole ID	From (metres)	To (metres)	Core Length (metres)	Gold Grams Per Tonne	Target Granitoid / Zone
KBDD11129	261	263	2	3.46	East Dyke Zone
KBDD11130	212	229	17	0.98	Central Granitoid – Big Bend Zone
including	221	223	2	3.12	

Table 1: Significant Drill Intercepts - Kibi Gold Project Big Bend Zone (Central Granitoid) / East Dyke Zone					
Hole ID	From (metres)	To (metres)	Core Length (metres)	Gold Grams Per Tonne	Target Granitoid / Zone
KBDD11131	211	237	26	1.75	Central Granitoid – Big Bend Zone
including	214	226	12	2.56	
and including	221	226	5	4.48	
KBDD11132	237	243	6	1.72	Central Granitoid – Big Bend Zone
And	264	267	3	3.21	
And	280	300	20	0.81	
including	287	292	5	2.30	
KBDD11133 to KBDD11139	Previously reported on August 31, 2011				
KBDD11140	162	169	7	1.46	Central Granitoid – Big Bend Zone
And	192	207	15	1.39	
including	192	199	7	2.48	
KBDD11141	232	294	62	1.57	Central Granitoid – Big Bend Zone
including	241	283	42	2.00	
and including	251	270	19	2.76	
KBDD11142	200	226	26	1.41	East Dyke / Central Granitoid – Big Bend
including	218	226	8	2.37	
And	350	356	6	1.98	
And	387	407.1	20.1	1.71	
And	415	418	3	2.14	
And	446	468	22	1.43	
including	457	462	5	3.19	
KBDD11143	249	290	41	1.62	East Dyke Zone
including	258	278	20	2.18	
KBDD11144	34	64	30	0.79	Road Cut Zone (New Zone)
including	45	64	19	1.05	
KBDD11146	3	13.5	10.5	2.14	Central Granitoid – Big Bend Zone
And	73	74	1	8.23	
KBDD11148	452	467	15	1.40	South Ridge Zone
including	452	459	7	2.53	
Notes:					
Reported intercepts are core - lengths; true width of mineralization is unknown at this time.					
Unless otherwise indicated intercepts constrained with a 0.25 g/t gold minimum cut-off grade at top and bottom of intercept, with no upper cut-off applied, and maximum of five (5) consecutive metres of internal dilution (less than 0.25 g/t gold). All internal intervals above 15 g/t gold indicated. Intersections of less than 5 g/t gold x metre – grade thickness are not reported.					

The present drill results are part of a 20,000 metre exploration/delineation drill program initiated in mid January 2011, designed to delineate/infill the Big Bend Gold Zone – Central Granitoid; as well as further test/delineate other prominent gold systems and geophysical/geochemical anomalies on the approximately 1,200 metre long by 500 metre to 800 metre wide Zone 2 gold-in-soil anomaly of the Kibi Gold Project. The 15 holes (#KBDD11129 to #KBDD11150) reported today include: 6 holes (2,327 metres) on the Big

Bend Zone, including #KBDD11142 which tested both the East Dyke and Big Bend zones; 3 holes (899 metres) on the East Dyke Zone; 3 holes (1,211 metres) on the newly discovered Road Cut Zone; 1 hole on the South Ridge Granitoid Zone (578 metres); and 3 geology/exploration holes (699 metres) designed to further define the geometry of Zone 2 diorite bodies.

Big Bend Zone (Central Granitoid)

The present drilling includes 6 holes (2,327 metres) on the Big Bend Zone, including 4 holes designed to further delineate/infill the gold zone and 2 holes targeting the down plunge extension of the mineralized body. In addition hole #KBDD11146 targeting the southern diorite body hosting the Road Cut Zone was collared on the footwall margin of the Central Granitoid (i.e. Big Bend Zone) but exited the Central Granitoid body at a down-hole depth of 25 metres.

The Big Bend Zone holes, with the exception of #KBDD11142, consist of southerly trending boreholes (- 60° to -77° inclinations) collared on the northern, hanging wall flank of the easterly trending host diorite body and drilled across the ESE-trending, northerly dipping mineralization sheets. KBDD11142 consists of a WNW-trending borehole originally designed to test the East Dyke Zone but extended down to the Central Granitoid to test the down plunge extension of the Big Bend Zone and to obtain additional structural information on the mineralized vein system.

Holes #KBDD11140 and #KBDD11141 were drilled in a vertical fan pattern (-60° and -72°) with the upper borehole designed as an infill hole along the eastern portion of the Big Bend Zone and the lower borehole targeting the down plunge extension of the mineralized body. The upper #KBDD11140 borehole (-60°) yielded mineralized intercepts of 7 metres grading 1.46 g/t gold and 15 metres grading 1.39 g/t gold from down-hole depths of 162 metres and 192 metres, respectively, and the steeper #KBDD11141 borehole (-72°) intersected 2.00 g/t gold over 42 metres from 241 metres down-hole, including a higher-grade core grading 2.76 g/t gold over 19 metres (251m-270m), in a broader intercept grading 1.57 g/t gold over 62 metres from a down-hole depth of 232 metres; approximately 100 metres vertically below the #KBDD11140 intercept. This mineralization exhibits good continuity with an intercept of 42 metres grading 2.39 g/t gold, including 3.11 g/t gold over 14 metres and 3.19 g/t gold over 9 metres, in hole #KBDD11108; approximately 50 metres above the #KBDD11141 intercept (see May 17, 2011 news release).

Hole #KBDD11142 initially targeted the East Dyke Zone (see description below) but was extended down to the Central Granitoid to test the down plunge extension of the Big Bend Zone and to obtain additional structural information on the mineralized vein system. The westerly trending (285°) borehole diagonally transected (down dip) the easterly trending, steep northerly dipping system of stacked, mineralized vein sheets. This lower segment of #KBDD11142 yielded multiple mineralized intervals, spanning from 350 metres to 468 metres down-hole, reflecting the en-echelon style vein packages forming the Big Bend Zone mineralization, including: 6 metres grading 1.98 g/t gold; 20.1 metres grading 1.71 g/t gold; 3 metres grading 2.14 g/t gold; and 22 metres grading 1.43 g/t gold, including 3.19 g/t gold over 5 metres. The lowermost #KBDD11142 intercept (446m-468m) lies approximately 150 metres below the #KBDD11141 mineralized intercept and approximately 500 metres down plunge from the surface expression of the mineralized body.

Holes #KBDD11130, #KBDD11131, and #KBDD11132 were designed to further delineate/infill the down-dip extension of the western portion of the Big Bend gold zone, approximately 150 metres down-plunge from surface, at vertical depths ranging from approximately 150 metres to 280 metres. All 3 holes returned significant gold mineralization, including: intercepts of 1.75 g/t gold over 26 metres, including 12 metres grading 2.56 g/t gold, from a down-hole depth of 211 metres in hole #KBDD11131; and 1.72 g/t gold over 6 metres, 3.21 g/t gold over 3 metres, and 0.81 g/t gold over 20 metres

(including 5 metres grading 2.30 g/t gold) from down hole-depths of 237 metres, 264 metres, and 280 metres, respectively. The #KBDD11131 gold intercept is located approximately 70 metres vertically below mineralized intercepts of 27 metres grading 1.98 g/t gold and 25 metres grading 1.76 g/t gold in #KBDD10103, and approximately 70 metres below and 22 metres west of intercepts of 16 metres grading 2.25 g/t gold and 38 metres grading 2.67 g/t gold in #KBDD11133 (see February 1, 2011 and August 31, 2011 news releases).

To date significant gold mineralization has been traced over an approximately 325 metre strike length and approximately 500 metre down plunge distance from surface along the Big Bend gold zone hosted by the Central Granitoid body. Drilling to date indicates that the Big Bend zone consists of north-easterly plunging, en-echelon, mineralized vein packages appearing to be developed along a trough-like flexure within the Central Granitoid body. Gold mineralization is associated with quartz-albite-carbonate-sulphide veining developed within a rock body of quartz diorite composition.

East Dyke – North Zone (#KBDD11142 and #KBDD11143)

Holes #KBDD11142 and #KBDD11143 consisting of a pair of west trending, vertical fan pattern holes (-55° and -70°) collared on the eastern (hanging wall) flank of the northern segment of the East Dyke Granitoid, targeted the down-plunge extension of significant gold mineralization intersected earlier this year by fan pattern holes #KBDD11105 and #KBDD11106; which returned 15 metres grading 2.05 g/t gold, including 5 metres grading 4.0 g/t gold, and 14 m grading 2.36 g/t gold, including 5 metres grading 5.18 g/t, respectively (see April 26, 2011 news release).

The upper #KBDD11142 borehole (-55° dip) yielded a mineralized intercept of 26 metres grading 1.41 g/t gold, including 8 metres grading 2.37 g/t gold, from a down-hole depth of 200 metres, approximately 50 metres north and 25 metres below the #KBDD11106 intercept; and the steeper #KBDD11143 borehole (- 70°) returned a significant mineralized intercept grading 1.62 g/t gold over 41 metres, including 2.18 g/t gold over 20 metres, from a down-hole depth of 249 metres, approximately 80 metres down dip of the #KBDD11142 intercept.

To date, significant gold mineralization has been traced over an approximately 150 metre strike length and 320 metre down plunge distance along the North Zone of the East Dyke Granitoid (i.e. East Dyke – North Zone). Drilling to date indicates that the North Zone consists of a northerly plunging (approx. 65°) mineralized vein package appearing to be developed at a flexure in the host granitoid body.

Road Cut Zone (#KBDD11144; New Zone)

Hole #KBDD11144 (100°/-55°) returned a mineralized intercept of 30 metres grading 0.79 g/t gold (34m – 64m), including 19 metres grading 1.05 g/t gold, across a NNE-trending system of typical Kibi-type granitoid hosted quartz-albite-carbonate-sulphide veining. This new gold zone (i.e. Road Cut Zone) is emplaced within an easterly trending quartz diorite body lying approximately 60 metres south of the Central Granitoid; due south of the flexure along the Central Granitoid appearing to control the Big Bend Gold Zone mineralization. Additional trenching/drilling is planned to further define the geometry of the host diorite body and the structural controls of the mineralization.

South Ridge Zone (#KBDD11148)

Hole #KBDD11148 (225°/-55°) was drilled as a combination geology/exploration borehole designed to further delineate the western extensions of the Central Granitoid and South Ridge Granitoid bodies, define the stratigraphy across the colluvium-filled valley separating the Central Granitoid and South Ridge Granitoid, and test the down dip potential of the central portion of the South Ridge Gold Zone.

KBDD11148 returned a significant, quartz diorite-hosted, mineralized intercept of 15 metres grading 1.40 g/t gold (452m – 467m), including 7 metres grading 2.53 g/t gold, appearing to correspond to the down dip extension of the South Ridge Gold Zone; approximately 170 metres down dip of the lowermost intercept of 47 metres grading 0.58 g/t gold in hole #KBDD10086 (see January 24, 2011 news release). The borehole also intersected two previously unmapped iron-carbonate altered quartz diorite bodies prospective for the hosting of Kibi-type granitoid hosted gold mineralization.

Drilling and trenching to date have traced an extensive system of en-echelon extension vein arrays across an approximately 440 metre distance along the SE-trending, moderately NE-dipping South Ridge Granitoid body; with the present borehole appearing to extend the mineralization to a down-dip depth of approximately 400 metres.

Drilling Progress and Exploration Outlook

To date, 70 holes totalling 18,932 metres have been completed by Xtra-Gold in its 2011 (20,000 metre) Kibi Gold Project drill program, of which, including the 15 holes (5,714 metres) reported today, 50 drill holes have been reported. Sample turnaround time at the ALS Chemex laboratory in Kumasi, Ghana is improving following the recent installation of additional fire assay furnaces aimed at increasing the laboratories capacity and further assay results will be released in due course.

A new 20,000 metre drill contract, to be initiated later this month following the completion of the current 20,000 metre program, has been signed with Burwash Drilling Limited, and the Company has now contracted Global Drilling Services for a second diamond drill rig (10,000 metre minimum) scheduled to start drilling on or around November 21st, 2011.

One drill rig will be dedicated to the further delineation/infill drilling of the Big Bend Zone and East Dyke – North Zone geared towards an initial resource estimate. The second drill rig will focus on the further testing/delineation of other prominent Zone 2 gold systems including the South Ridge and Mushroom zones, the scout drilling of Zone 3 and Zone 4 trench showings and gold-in-soil anomalies, and the testing of priority geophysical targets yielded by the airborne Versatile Time Domain Electromagnetic (VTM), magnetic, and radiometric survey completed earlier this year.

Yves P. Clement, P. Geo, Vice President, Exploration for Xtra-Gold is acting as the Qualified Person in compliance with National Instrument 43-101 ("NI 43-101") with respect to this announcement. He has prepared and or supervised the preparation of the scientific or technical information in this announcement and confirms compliance with NI 43-101. The NI 43-101 Technical Report entitled "*Kibi Project, Eastern Region, Ghana*", prepared by Simon Meadows Smith and Joe Amanor of SEMS and dated July 12, 2010 is filed under the Company's profile on SEDAR at www.sedar.com. Xtra-Gold has implemented a rigorous quality assurance / quality control (QA/QC) program to ensure best practices in sampling and analysis of drill core, reverse circulation ("RC") samples, and trench channel samples, the details of which can be viewed on the Company's website at www.xtragold.com.

About Xtra-Gold Resources Corp.

Xtra-Gold is a gold exploration company with a substantial land position in the Kibi greenstone belt ("Kibi Gold Belt") located in Ghana, West Africa. The Kibi Gold Belt, which exhibits many similar geological features to Ghana's main gold belt, the Ashanti Belt has been the subject of very limited modern exploration activity targeting lode gold deposits as virtually all past gold mining activity and exploration efforts focused on the extensive alluvial gold occurrences in many river valleys throughout the Kibi area.

Xtra-Gold holds five (5) Mining Leases totalling approximately 226 sq km (22,600 ha) at the northern extremity of the Kibi Gold Belt. The Company's exploration efforts to date have focused on the Kibi Project located on the Apapam Concession (33.65 sq. km), along the

eastern flank of the Kibi Gold Belt. Xtra-Gold's Kibi Project consists of an over 5.5 km long mineralised trend delineated from gold-in-soil anomalies, geophysical interpretations, trenching and drilling along the northwest margin of the Apapam Concession.

Forward-Looking Statements

The TSX 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". These statements are based on information currently available to the Company and the Company provides no assurance that actual results will meet management's expectations. Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results relating to, among other things, results of exploration, project development, reclamation and capital costs of the Company's mineral properties, and the Company's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as: changes in general economic conditions and conditions in the financial markets; changes in demand and prices for minerals; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with the activities of the Company; and other matters discussed in this news release. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

Contact Information

For further information please contact:

Paul Zyla, Chief Executive Officer
Telephone: 416 366-4227
E-mail: info@xtragold.com
Website: www.xtragold.com