

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

December 15, 2011

3. News Release

A news release with respect to the material change referred to in this Report was disseminated by Xtra-Gold on December 15, 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 results from 26 additional diamond core holes totaling 6,713 metres from 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 17 metres of 5.47 g/t gold, including 4 metres of 12.66 g/t gold; and 24.5 metres of 3.43 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

December 20, 2011

SCHEDULE "A"



NEWS RELEASE FOR IMMEDIATE RELEASE

Xtra-Gold intercepts 17 metres of 5.47 g/t gold, including 4 metres of 12.66 g/t gold; and 24.5 metres of 3.43 g/t gold at its Kibi Gold Project in Ghana, West Africa

Toronto, Ontario – December 15, 2011 – Xtra-Gold Resources Corp. ("Xtra-Gold" or the "Company") TSX: XTG; OTCBB: XTGR, is very pleased to announce results from 26 additional diamond core holes totaling 6,713 metres from 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 drill results reported today include:

- 17 metres grading 5.47 grams per tonne ("g/t") gold, including 12.66 g/t gold over 4 metres, in #KBDD11172 from 127 metres down-hole (Big Bend Zone);
- 24.5 metres grading 3.43 g/t gold, including 4.70 g/t gold over 17 metres, in #KBDD11176 from 165.5 metres down-hole (East Dyke-North Zone);
- 20 metres grading 2.82 g/t gold in #KBDD11157 from 92 metres down-hole (Mushroom Zone – Upper Central Granitoid);
- North Zone now traced approximately 465 metres down plunge from surface within the East Dyke Granitoid body (#KBDD11175);
- New typical Kibi-type granitoid hosted vein system discovered at depth within the apparent fold nose developed within the Central Granitoid (#KBDD11161);
- On-going follow-up trenching on Double 19 Zone within extensive Zone 3 gold-in-soil anomaly returns channel sample intercept of 2.27 g/t gold over 36 metre trench-length, including 2 metres grading 22.22 g/t gold, in trenches #TAD022 - #ADRS001.

Table 1: Significant Drill Intercepts - Kibi Gold Project
Mushroom / Big Bend / East Dyke Zones

Hole ID	From (metres)	To (metres)	Core Length (metres)	Gold Grams Per Tonne	Target Granitoid / Zone
KBDD11151	110	125	15	2.45	Upper Central Granitoid - Mushroom Zone
KBDD11153	3	86	83	1.35 *	Upper Central Granitoid - Mushroom Zone
KBDD11154	3	84	81	1.52 *	Upper Central Granitoid - Mushroom Zone
KBDD11157	92	112	20	2.82	Upper Central Granitoid - Mushroom Zone

KBDD11158	108	122	14	1.07	Upper Central Granitoid - Mushroom Zone
KBDD11160	13.5	28	14.5	1.70	Central Granitoid - Big Bend Zone
And	45	61	16	1.51	
KBDD11161	See Table 2 for Results				Central Granitoid - Big Bend Zone
KBDD11163	79	96	17	1.50	South Ridge Zone
including	80	84	4	3.71	
KBDD11164	36	39	3	3.13	South Ridge Zone
And	109	112	3	2.34	
And	177	178	1	40.80	
KBDD11167	40	44	4	4.40	East Dyke Zone
KBDD11168	28.5	30	1.5	7.11	East Dyke Zone
And	42	43	1	3.40	
And	92.5	98	5.5	1.27	
KBDD11170	243	251	8	1.10	Central Granitoid - Big Bend Zone
including	248	250	2	3.43	
And	269	272	3	1.37	
And	342	350	8	0.69	
KBDD11171	150	166	16	2.38	Central Granitoid - Big Bend Zone
including	158	159	1	18.53	
And	183	184	1	7.05	
KBDD11172	127	144	17	5.47	Central Granitoid - Big Bend Zone
including	129	133	4	12.66	
and including	129	130	1	19.11	
and including	132	133	1	21.43	
KBDD11174	3	18	15	0.79	Road Cut Zone
And	60	64	4	2.14	
KBDD11175	359	366	7	0.88	East Dyke Zone
And	385	395	10	1.14	
KBDD11176	165.5	190	24.5	3.43	East Dyke Zone
including	167	184	17	4.70	
and including	170	171	1	23.50	
Notes:					
Reported intercepts are core - lengths; true width of mineralization is unknown at this time.					
* Drilled down-plunge. #KBDD11154 re-drilling (twinning) of #KBDD11153 due to technical difficulties. (See Table 2 For Details)					
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.					

Table 2: Gold intercepts for hole #KBDD11153 - #KBDD11154 and #KBDD11161; drilled down the plunge of Mushroom Zone and Big Bend Zone en-echelon vein package systems					
Hole ID	From (metres)	To (metres)	Core Length (metres)	Gold Grams Per Tonne	
KBDD11153	3	86	83	1.35	Upper Central Granitoid - Mushroom Zone
including	3	18	15	4.13	(Hole Abandoned at 128m)
KBDD11154	3	84	81	1.52	Re-Drilling (Twinning) of #KBDD11153 with
including	3	16.5	13.5	2.94	holes having same trace over upper 128m;
including	37	56	19	2.56	with #KBDD11154 extending to 344m.
including	68	78	10	2.21	
And	169	176	7	2.20	
And	190	191	1	6.23	
KBDD11161	3	31	28	1.50	Central Granitoid - Big Bend Zone
And	77	95	18	0.84	(Hole Abandoned in Mineralization
And	116	136	20	1.22	at 537 m due to technical problems)
And	144	150	6	2.40	
And	159	204	45	2.00	
including	176	177	1	17.00	
And	214	224	10	2.07	
And	231	266	35	1.57	
And	283	308	25	1.40	
And	526	537	11	1.23	
including	527	529	2	2.79	Central Granitoid - New Zone
Length Weighted Average Grade Of All Big Bend Zone Intercepts in KBDD11161 (over 185 m cumulative core length from 3 m to 306 m)				1.60	
KBDD11161	3	308	305	*1.03	
Notes:					
Core length does not indicate true width of intercept.					
* Length weighted average grade for entire KBDD11161 hole including internal dilution (i.e. no internal waste criteria applied).					
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.					

These drill results are part of a minimum 20,000 metre exploration/delineation drill program initiated in mid January 2011, designed to delineate/infill the Big Bend Zone – Central Granitoid and East Dyke – North Zone; 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 26 holes (#KBDD11151 to #KBDD11176) reported today include: 6 holes (2,148 metres) on the Big Bend Zone; 5 holes (1,157 metres) on the East Dyke Zone; 7 holes (1,290 metres) on the Mushroom Zone – Upper Central Granitoid; 2 holes (433 metres) on the South Ridge Granitoid Zone; 2 holes (510 metres) on the recently defined Road Cut Zone; and 4 geology/exploration holes (1175 metres) designed to further define the geometry of Zone 2 diorite bodies.

Big Bend Zone (Central Granitoid)

The present drilling includes 6 holes (2,148 metres) on the Big Bend Zone, including: 3 holes designed to further delineate/infill the gold zone (KBDD11160, KBDD11171, KBDD11172); 2 holes targeting the down plunge extension of the mineralization along the north-western limb of the trough-like flexure (i.e. Big Bend) developed within the Central Granitoid body (KBDD11169 - 170); and 1 hole (KBDD11161) drilled down the plunge of the zone in order to obtain additional structural information on the multiple en-echelon vein package system and to test the continuity of the mineralization down plunge.

#KBDD11172 consisting of a southwest trending borehole designed to further delineate the western extremity of the Big Bend Zone, along the north-western limb of the trough-like flexure developed within the Central Granitoid body, returned a high grade mineralized intercept grading 5.47 g/t gold over 17 metres, including 4 metres grading 12.66 g/t gold, from a down-hole depth of 127 metres. This mineralization exhibits good continuity with an intercept of 27.13 metres grading 2.12 g/t gold, including 4.01 g/t gold over 6.93 metres in #KBDD10070, lying approximately 40 above and 20 metres to the south of the #KBDD11172 intercept (see December, 2010 news release).

#KBDD11170 consisting of a deep exploratory borehole targeting the down plunge extension of the mineralization along the north-western limb of the trough-like flexure intersected several exploration significant intercepts distributed over an approximately 100 metre core-length from a down-hole depth of 243 metres, including 8 metres grading 1.10 g/t gold; approximately 175 metres down plunge from the #KBDD11172 intercept.

Hole #KBDD11161 was drilled down the plunge of the Big Bend Zone, parallel to and approximately 75 metres to the southeast of similar down-plunge hole #KBDD11134 (see August 31, 2011 news release); with these down-plunge boreholes designed to obtain additional structural information on the multiple en-echelon vein package system, to test the continuity of the mineralization down plunge, and to serve as pilot holes to permit better targeting of deeper holes along the down plunge extension of the zone. The ENE-trending borehole (070°/-55°) was collared along the inner footwall margin of the host granitoid body, along the eastern limb of the trough-like flexure, and allowed to run unaided down the plunge and diagonally across (down dip) the system of stacked, approximately 70° northerly dipping, mineralization sheets. KBDD11161 remained within the confines of the host Central Granitoid body for its entirety; with technical difficulties forcing the borehole to be abandoned within a new mineralization zone at a down-hole depth of 537 metres.

KBDD11161 yielded multiple mineralized intervals, ranging from 10 metres to 45 metres in core length, reflecting the en-echelon style vein packages forming the Big Bend Zone mineralization, including: 1.50 g/t gold over 28 metres from a down hole depth of 3 metres; 1.22 g/t gold over 20 metres from a down hole depth of 116 metres; 2.0 g/t gold over 45 metres from a down hole depth of 159 metres; 1.57 g/t gold over 35 metres from a down hole depth of 231 metres; and 1.40 g/t gold over 25 metres from a down hole depth of 283 metres (see Table 2). The array of mineralized intervals produced a length weighted average grade of 1.60 g/t gold over a cumulative core length of 185 metres, and the hole returned 1.03 g/t gold, including internal dilution, over a 305 metre core length (3m – 308m); exemplifying the down plunge continuity of the Big Bend zone gold mineralization.

Technical difficulties forced #KBDD11161 to be abandoned at the 537 metre mark within a zone of typical Kibi-type quartz-albite-carbonate-sulphide veining; with the bottom 11 metres of the borehole returning 1.23 g/t gold, including 2 metres grading 2.79 g/t gold. This new mineralization zone lies at a vertical depth of approximately 400 metres, approximately 160 metres east of the deepest down plunge extent of the Big Bend Zone, within the apparent fold nose developed within the Central Granitoid.

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

Drilling efforts on the East Dyke included a deep hole targeting the down plunge extension of the mineralized system and a delineation hole in the upper portion of the zone. KBDD11175 consisting of a deep, westerly trending borehole collared on the eastern, hanging wall flank of the East Dyke Granitoid returned typical granitoid hosted quartz-albite-carbonate-sulphide veining intercepts grading 0.88 g/t gold over 7 metres and 1.14 g/t gold over 10 metres from down-hole depths of 359 metres and 385 metres, respectively; approximately 145 metres further down plunge than the previous extent of the mineralization.

To date significant gold mineralization has been traced over an approximately 150 metre strike length and 465 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.

KBDD11176 designed to further define the northern extent of the East Dyke – North Zone at a vertical depth of approximately 160 metres returned a significant mineralized intercept of 24.5 metres grading 3.43 g/t gold, including 4.70 g/t gold over 17 metres. This mineralization exhibits good continuity with an intercept of 14 metres grading 2.36 g/t gold in #KBDD11106, approximately 45 metres to the east (see April 26, 2011 news release); and intercepts of 1.41 g/t gold over 26 metres and 1.62 g/t gold over 41 metres, including 20 metres grading 2.18 g/t gold, in holes #KBDD11142 and #KBDD11143, respectively, approximately 35 metres and 105 metres below the #KBDD11176 intercept, respectively (See November 9, 2011 news release).

Mushroom Zone (Upper Central Granitoid)

Holes #KBDD11151, #KBDD11153 – #KBDD11154, #KBDD11157, and #KBDD11158 were designed to further test the recently defined Mushroom Zone; following a significant, near surface intercept of 4.88 g/t gold over 16 metres yielded by hole #KBDD11117 (see August 31, 2011 news release). Drilling to date appears to indicate that the Mushroom Zone consists of a northeast plunging, en-echelon, vein system spatially related to a constriction in the south-eastern portion of the Upper Central Granitoid body; with present hole #KBDD11154 tracing the mineralization to a down-plunge depth of approximately 190 metres.

KBDD11151 consisting of a southwest trending borehole targeting the down-plunge extension of the #KBDD11117 intercept from a collar position on the north-eastern, hanging wall flank of the host granitoid body returned a mineralized intercept of 2.45 g/t gold over 15 metres from a down-hole depth of 110 metres, approximately 50 metres down plunge of the #KBDD11117 intercept. The mineralization zone was also tested in a west-northwest direction by #KBDD11157 which yielded an intercept of 2.82 g/t gold over 20 metres from a down-hole depth of 92 metres, approximately 20 metres below and 10 metres west of the #KBDD11151 intercept.

Hole #KBDD11154 consists of the re-drilling (i.e. twinning) of #KBDD11153 which was abandoned at 128 metres due to technical difficulties; with the boreholes having the same basic trace down to the 128 metre mark. KBDD11154 was drilled to a final depth of 344

metres. The northeast trending boreholes, drilled down the dip extension of the host granitoid body in order to obtain additional information on the structural controls of the mineralization, dissected the extensive system of south-westerly dipping, sheeted quartz veining in a down-plunge fashion along the mineralization shoot. These holes were collared adjacent to hole #KBRC09060, a due east trending scout reverse circulation (RC) borehole, which returned an intercept from surface of 39.0 metres grading 9.23 g/t gold uncut (3.54 g/t gold cut). See October 28, 2009 news release. KBDD11154 returned a mineralized intercept of 81 metres grading 1.52 g/t gold from a down-hole depth of 3 metres, including 2.94 g/t gold over 13.5 metres, 2.56 g/t gold over 19 metres, and 2.21 g/t gold over 10 metres. The borehole also yielded additional intercepts of 7 metres grading 2.20 g/t gold and 6.23 g/t gold over 1 metre from down-hole depths of 169 metres and 190 metres, respectively.

Double 19 Zone (Zone 3 Gold-In-Soil Anomaly)

Xtra-Gold is also pleased to report gold assay results for the first two trenches (109 metres) of an on-going trenching program to follow-up on very encouraging 2008 trenching and 2009 scout reverse circulation (RC) drilling results on the Double 19 Zone located at the south-eastern extremity of the approximately 1,250 metre long Zone 3 gold-in-soil trend; approximately 600 metres southwest of the South Ridge Zone on the Zone 2 gold-in-soil anomaly. The trenching program is designed to further define the geometry of the host diorite body and the structural controls of the mineralization in preparation for diamond drilling in Quarter 1, 2012.

Trench #TAD022 (58 metres) and road cut #ADRS001 (51 metres) consisting of southeast and northwest trending excavations with a common start point yielded a combined channel sample intercept of 2.27 g/t gold over a 36 metre trench-length, including 2 metres grading 22.22 g/t gold, approximately 40 metres southwest of the #TAD019 discovery trench. The Double 19 Zone is characterized by an extensive system of granitoid-hosted, NE-trending, moderately NW-dipping, sheeted quartz veins exhibiting a spatial relationship with northeasterly trending shearing.

For reference purposes RC hole #KBRC09019 targeting the #TAD019 trench returned a mineralized intercept of 30 metres grading 3.52 g/t gold, including 6.47 g/t gold over 14 metres, from a down-hole depth of 8 metres; with the discovery trench yielding a channel sample intercept of 4.93 g/t gold over a 45 metre trench-length, including 12 metres grading 10.12 g/t gold (see February 11, 2010 news release).

Drilling Progress

To date 80 holes totalling 21,795 metres have been completed by Xtra-Gold in its 2011 Kibi Gold Project drill program, of which, including the 26 holes (6,713 metres) reported today, 72 drill holes (19,987 metres) 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.

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 totaling 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 mineralized 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

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