

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

June 19, 2012

3. News Release

A news release with respect to the material change referred to in this Report was disseminated by Xtra-Gold on June 19, 2012 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 results for a 3 hole drill section (489 m) successfully expanded the high grade Double 19 gold shoot on Zone 3 of its wholly-owned Kibi Gold Project, located in the Kibi-Winneba greenstone belt in Ghana, West Africa, to a down-plunge distance of approximately 150 m from surface.

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

June 21, 2012

SCHEDULE "A"



NEWS RELEASE FOR IMMEDIATE RELEASE

Xtra-Gold intercepts 50.5 Metres of 2.03 g / t Gold and 28 Metres of 3.14 g / t Gold on Zone 3 of its Kibi Gold Project in Ghana, West Africa

Toronto, Ontario – June 19, 2012 – Xtra-Gold Resources Corp. ("Xtra-Gold" or the "Company") TSX: XTG; OTCBB: XTGR, is very pleased to report that recent diamond drilling indicates good down-plunge continuity of gold grades on the Double 19 Shoot on Zone 3 of the Company's wholly-owned Kibi Gold Project, located in the Kibi – Winneba greenstone belt ("Kibi Gold Belt"), in Ghana, West Africa. Today's assay results for a 3 hole drill section (489 m) successfully expanded the high grade Double 19 gold shoot to a down-plunge distance of approximately 150 m from surface. Rush assay service was requested on these 3 holes so the assay results would help guide follow up drilling efforts. Highlights of the drill results reported today include:

- 50.5 m grading 2.03 grams per tonne ("g/t") gold, including 4.71 g/t gold over 14 m, in #KBDD12231 from 57.5 m down-hole (Double 19 Shoot);
- 28 m grading 3.14 g/t gold, including 5.01 g/t gold over 12 m, in #KBDD12233 from 39 m down-hole (Double 19 Shoot);
- Drilling / trenching to date appears to indicate that the high grade Double 19 gold shoot consists of a moderately, ENE-plunging vein system centred on an apparent fold nose developed within the host diorite body; with the gold shoot having an asymmetrical convex geometry possibly reflecting a fold-hinge stockwork vein zone; and
- 2 new, typical Kibi-type, diorite – hosted, quartz stockwork systems discovered proximal to Double 19 gold shoot within Zone 3 – East gold-in-soil anomaly.

Significant Drill Intercepts - Kibi Gold Project Double 19 Gold Shoot (Zone 3 - East)					
Hole ID	From (metres)	To (metres)	Core Length (metres)	Gold Grams Per Tonne	Comment
KBDD12231	57.5	108	50.5	2.03	Fresh Rock (Sulphide)
including	69	96	27	3.15	
and including	73	87	14	4.71	
KBDD12233	39	67	28	3.14	Fresh Rock (Sulphide)
including	54	66	12	5.01	

Hole ID	From (metres)	To (metres)	Core Length (metres)	Gold Grams Per Tonne	Comment
And	138	148	10	1.47	
including	139	142	3	3.05	
KBDD12234	35.5	62.3	26.8	2.69	Fresh Rock (Sulphide)
including	38	49	11	4.73	
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.					

The Double 19 gold shoot lies at the south-eastern extremity of the approximately 1,250 m long Zone 3 gold-in-soil trend, approximately 600 m southwest of the South Ridge Zone on the Zone 2 gold-in-soil anomaly. A map depicting the location of the Double 19 shoot in relation to the Zone 2 mineralization zones has been posted on the Company website (see April 24, 2012 news release).

The present drilling located approximately 50 m northeast of the KBDD12201-203-205 section was designed to further test the down-plunge extension of the mineralization and gain additional insight on the geometry and structural controls of the gold shoot. The KBDD12201-203-205 section yielded mineralized intercepts of 19 m grading 3.26 g/t gold and 26 m grading 3.06 g/t gold, including 5.67 g/t gold over 10 m, in holes #KBDD12203 and #KBDD12205, respectively (see April 24, 2012 news release).

The 3 hole, scissor-pattern, drill section encompasses a SE-trending borehole (#KBDD12231) and a pair of NW-trending, vertical fan boreholes (#KBDD12233 - #KBDD12234) collared approximately 80 m to the southeast, and at a 30 m lower elevation, than the #KBDD12231 collar position. Hole #KBDD12231 (-55°) returned a mineralized intercept of 50.5 m grading 2.03 g/t gold, including 4.71 g/t gold over 14 m, from a down-hole depth of 57.5 m. The upper #KBDD12233 borehole (-60°) of the #KBDD12233-234 vertical fan pattern returned an intercept of 28 m grading 3.14 g/t gold, including 5.01 g/t gold over 12 m, from a down-hole depth of 39 m, and the steeper #KBDD12234 hole (-75°) yielded an intercept of 26.8 m grading 2.69 g/t gold, including 4.73 g/t gold over 11 m, from a down-hole depth of 35.5 m; with both these intercepts cross-cutting the lower portion of #KBDD12231 mineralized intercept. Borehole #KBDD12233 returned a second, deeper intercept of 10 m grading 1.47 g/t gold from a down-hole depth of 138 m but insufficient drilling information is available at this time to determine if this mineralization forms part of the Double 19 shoot or reflects a new deeper gold zone.

Drilling / trenching to date appears to indicate that the Double 19 shoot consists of a moderately, ENE-plunging vein system centred on an apparent fold nose developed within the host diorite body; with the gold shoot having an asymmetrical convex geometry possibly reflecting a fold-hinge stockwork vein zone. Today's drilling results extends the Double 19 shoot to a down-plunge distance of approximately 150 m from surface; with the relatively shallow vertical depths of the mineralized intercepts reflecting the position of the zone along a steep slope exhibiting approximately 80 m in topographical relief.

Recent trenching efforts on the Zone 3 – East gold-in-soil anomaly discovered 2 new, typical Kibi-type, diorite – hosted, quartz stockwork systems located approximately 100 m west-southwest (Trench #TAD031) and 250 m north-northwest (Trench #TAD036) of the Double 19 gold shoot, respectively. Assay results for these trenches are pending from the laboratory. Mechanized trenching and geological mapping is currently ongoing on these new prospective zones to further define the structural controls of the mineralization and the geometry of the host diorite bodies.

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 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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