

**Form 51-102F3**  
**Material Change Report**

**Item 1      Name and Address of Company**

Newton Gold Corp.  
400 – 409 Granville Street  
Vancouver, BC V6C 1T2

**Item 2      Date of Material Change**

October 24, 2011

**Item 3      News Release**

The news release was disseminated on October 24, 2011 by Stockwatch.

**Item 4      Summary of Material Change**

The Company announced the appointment of Lindsay Bottomer as a director of the Company.

**Item 5      Full Description of Material Change**

See attached news release.

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

Not Applicable

**Item 7      Omitted Information**

None

**Item 8      Executive Officer**

For more information, please contact Mark McLeary, President & CEO,  
Telephone: 604.678.2531

DATED:      October 24, 2011

*"Mark McLeary"*

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Per:    Mark McLeary  
        President and Chief Executive Officer

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Newton Gold appoints Bottomer to board

Newton Gold Corp

Shares Issued: 26,062,868

24 Oct 2011

NWG

Oct 21 Close 0.18

News Release

Mr. Mark McLeary reports

NEWTON GOLD ADDS NEW DIRECTOR

Lindsay Bottomer has joined Newton Gold Corp.'s board of directors.

Mr. Bottomer has a unique perspective on the Newton Project as he was a director of Richfield Ventures as well as a former President and CEO of Silver Quest Resources. Both companies had interests in the Blackwater Davidson deposit and both were subsequently taken over by New Gold Inc.

Mr. Bottomer is a professional geologist with more than 38 years of experience in global mineral exploration and development with major and junior mining companies. He is currently Vice President, Business Development at EntrAcopyrighte Gold Inc., which has significant copper and gold assets in the Oyu Tolgoi area of Mongolia.

Mr. Bottomer obtained a Bachelor of Science (Honours) degree in Geology from the University of Queensland and a Master of Applied Science degree from McGill University. Mr. Bottomer is a member of the Association of Professional Engineers and Geoscientists of British Columbia and a Fellow of the Australasian Institute of Mining and Metallurgy. He is also past President of the British Columbia and Yukon Chamber of Mines and served for six years from 2002 to 2008 as an elected councillor on the Association of Professional Engineers and Geoscientists of British Columbia.

"We are very excited to have Lindsay joining the board as he is a very well respected geologist and in addition, his direct experience with the Blackwater Davidson deposit A a potentially similar deposit-style to Newton A will be a real asset to the Company", stated Mark McLeary, president of Newton Gold.

About the Newton Project:

The Newton Project has the potential for the discovery and development of a significant epithermal gold and gold-copper porphyry-type deposit. Highlights from the Phase 2 drilling include important intercepts in hole 11040 that is located 200 metres to the east of the discovery drilling area, which includes hole 9001 with 69 metres averaging 1.41 g/t gold; hole 9003 with 128 metres averaging 0.84 g/t gold and hole 9004 with 190 metres averaging 1.56 g/t gold (see news release dated February 10, 2011).

We seek Safe Harbor.

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Foreman Ian James; Kordyback Thomas Albert; McLeary Mark Aaron

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