

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 25, 2011

Item 3 News Release

The news release was disseminated on October 25, 2011 by Stockwatch.

Item 4 Summary of Material Change

The Company announced the grant of 800,000 incentive stock options under its incentive stock option plan to certain directors. The options are exercisable at \$0.20 for a period of five years from the date of the grant.

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 27, 2011

“Mark McLeary”

Per: Mark McLeary
 President and Chief Executive Officer

ATT'N Investor Relations,
 This news is with our compliments. Please let us know if it has errors or if your directors need updating. (604) 687-1500

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Newton Gold grants options to buy 800,000 shares

Newton Gold Corp	NWG
Shares Issued: 26,062,868	Oct 21 Close 0.18
25 Oct 2011	News Release

Mr. Mark McLeary reports

NEWTON GOLD GRANTS 800,000 STOCK OPTIONS

Newton Gold Corp. has granted a total of 800,000 stock options to two directors of the company. Each option is exercisable at 20 cents per common share and is exercisable at any time until Oct. 24, 2016. The options vest immediately.

Foreman Ian James; Kordyback Thomas Albert; McLeary Mark Aaron

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