

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

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

November 18, 2011

Item 3 News Release

The news release was disseminated on November 18, 2011.

Item 4 Summary of Material Change

The Company announced that it has closed the third tranche of a non-brokered private placement of 473,600 flow-through units and 1,265,000 non-flow-through units for gross proceeds of \$371,400.

The Company is proceeding with the sale of the balance of the 1,446,400 FT Units at a price of \$0.25 per FT Unit, and 710,000 Non-Flow-Through Units ("NFT Units") at a Price of \$0.20 per NFT Unit.

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: November 21, 2011

"Mark McLeary"

Per: Mark McLeary
President and Chief Executive Officer

NEWTON GOLD CORP
Suite 400 – 409 Granville Street
Vancouver, BC, V6C 1T2
Telephone: (604) 678-2531

Trading Symbol TSX-V: NWG

Newton Gold Closes Third Tranche of Private Placement

Vancouver, British Columbia (November 18, 2011) – Mark McLeary, President and CEO, Newton Gold Corp. (TSX Venture: NWG, the “Company”) reports that the Company has closed on the third tranche of the private placement announced on July 6, 2011, and has issued 473,600 Flow-Through Units (“FT Units”) and 1,265,000 Non-Flow-Through Units (“NFT Units”). The Company has received gross proceeds of \$371,400.00 which will be applied to qualifying exploration expenses on the Newton joint-venture.

The Company will proceed with the sale of the balance of the 1,446,400 FT Units at a price of \$0.25 per FT Unit, and 710,000 Non-Flow-Through Units (“NFT Units”) at a Price of \$0.20 per NFT Unit.

Each FT Unit consists of one “flow-through” common share and one non-flow-through warrant entitling the holder to purchase an additional common share for a period of two years at a price of \$0.40 share during the first year and \$0.50 per share during the second year (a “Warrant”). Each NFT Unit consists of one non-flow-through common share and one non-flow-through warrant entitling the holder to purchase an additional common share for a period of two years at a price of \$0.30 share during the first year and \$0.40 per share during the second year (a NFT Warrant”).

The Company paid \$20,112.00 in finder’s fees to Leede Financial Markets Inc., Wolverton Securities Ltd., EMD Financial Inc., and CGE Resources Quebec 2011 L.P. and issued 84,688 finder’s warrants on a portion of the amount included in the third tranche. The terms of each finder’s warrant are the same as those of the financing.

About Newton Gold Corp.

Newton Gold Corp. is a British Columbia focused exploration company with two advanced exploration projects. The Company has an experienced management team with a growth strategy to develop a diversified portfolio of mining projects that can be taken into production. The company's main objective is to add shareholder value through efficient exploration, strategic acquisitions and joint ventures, and effective marketing while maintaining a lower risk profile through project diversification and sound financial management.

ON BEHALF OF THE BOARD OF DIRECTORS

“Mark McLeary”

Mark McLeary
President

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward Looking and other Cautionary Information

This release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts that address exploration drilling, exploitation activities and other related events or developments are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration and exploitation successes, continuity of mineralization, uncertainties related to the ability to obtain necessary permits, licenses and title and delays due to third party opposition, changes in government policies regarding mining and natural resource exploration and exploitation, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.