

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

February 17, 2012

Item 3 News Release

The news release was disseminated on February 21, 2012.

Item 4 Summary of Material Change

The Company announced that it has closed the first tranche of a non-brokered private placement of 1,260,000 non-flow-through units for gross proceeds of \$170,100.

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: February 27, 2012

“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

TSX-V: NWG FSE: HR2N

Newton Gold Closes First Tranche of Private Placement

Vancouver, British Columbia (February 21, 2012) – Mark McLeary, President and CEO, Newton Gold Corp. (TSX Venture: NWG, Frankfurt Stock Exchange: HR2N, the “Company”) reports that the Company has closed the first tranche of the private placement previously announced on February 6, 2012, and has issued 1,260,000 Non-Flow-Through Units (“NFT Units”). The Company has received gross proceeds of \$170,100.00 that will be applied to qualifying exploration expenses on the Newton joint-venture and the Chuchi project as well as general working capital.

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 for a period of 2 years from the date of issue of the Warrant. The Warrants will be exercisable at a price of \$0.20 per share for the first year and \$0.30 per share for the second year. The warrants will expire on February 17, 2014. The shares forming part of the units and the shares acquired on exercise of the warrants are subject to restrictions on resale until June 18, 2012.

The Company did not pay any finder’s fees or issue any finder’s warrants in relation to the units issued in this tranche 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

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Forward Looking and other Cautionary Information