

**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 28, 2012

**Item 3 News Release**

The news release was disseminated on November 28, 2012.

**Item 4 Summary of Material Change**

The Company announced that it has closed the previously announce non-brokered private placement of 9,050,000 non-flow-through units for gross proceeds of \$271,500.

**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: December 3, 2012

*“Mark McLeary”*

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Per: Mark McLeary  
President and Chief Executive Officer

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

**NEWS RELEASE**

**Trading Symbol TSX-V: NWG, FRA: HR2N**

**Newton Gold Corp. Completes Private Placement**

Vancouver, British Columbia (November 28, 2012) – Mark McLeary, President and CEO, Newton Gold Corp. (TSX Venture: NWG, the “Company”) announced the completion of a non-brokered private placement offering of 9,050,000 units (each, a “Unit”) at a price of \$0.03 per Unit for gross proceeds of \$271,500 (the “Offering”). Related parties of the Company purchased 1,215,000 of the Units.

Each Unit consists of one common share and one common share purchase warrant (a “Warrant”). Each Warrant will entitle the holder to purchase one additional common share of the Company at \$0.05 per share for a period of 12 months from the date of issue of the Unit.

The Company intends to use the proceeds of the private placement to pay current liabilities (\$83,500), to settle a dispute concerning exploration work on the Chuchi Property (\$75,000) and for general working capital (\$113,000). The Company also paid \$12,555 and issued 423,500 warrants as finders fee in connection with the sale of the Units.

All securities issued pursuant to the Offering are subject to a hold period of four months and one day after closing of the Offering under applicable Canadian securities laws. The Offering and the use of proceeds has been approved by the board of directors of the Company (excluding those that have a direct interest in the private placement).

**About Newton Gold Corp.**

Newton Gold Corp. is a British Columbia focused exploration company with an exploration project, the Chuchi property, located in central British Columbia. 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.*