

**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**

April 11, 2013

**Item 3 News Release**

The news release was disseminated on April 11, 2013 by Stockwatch.

**Item 4 Summary of Material Change**

The Company announced the resignation of Tom Kordyback as a director of the Company and the appointment of Yari Nieken 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: April 16, 2013

*“Mark McLeary”*

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Per: Mark McLeary  
President and Chief Executive Officer

## **Newton Gold Corp. Director Tom Kordyback Resigns**

Vancouver, British Columbia (April 11, 2013) -- Newton Gold Corp. ("Newton Gold" or the "Company") announces that Tom Kordyback has resigned from the Board of Directors, effective immediately, citing personal reasons.

Mark McLeary, President of Newton Gold (TSX-NWG) commented, "I would like to thank Tom for his service and contributions to the company and wish him every success in his future endeavours". Tom continues to be a supporter of Newton Gold and its projects.

The company has appointed Yari Nieken, MBA a director of the Company in place of Mr. Kordyback. Previously, Mr. Nieken was an Investment Advisor with Union Securities and he concurrently serves as Head of Corporate Development for Golden Sun Mining. Educational accreditations include a(n): MBA (2009) from the University of Western Sydney, BA(2007) from the University of British Columbia.

### **About Newton Gold Corp**

Newton Gold Corp. is an exploration company with advanced exploration projects and a royalty interest in a further project. The Company has an experienced management team with a growth strategy to develop a diversified portfolio of exploration projects that can be taken into production. The Company's main objective is to add shareholder value through cost efficient exploration, strategic acquisitions, 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 A. McLeary"*

President

*Neither 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 Statements: The above contains forward looking statements that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in our forward looking statements. Factors that could cause such differences include: changes in world commodity markets, equity markets, costs and supply of materials relevant to the mining industry, change in government and changes to regulations affecting the mining industry. Forward-looking statements in this release include statements regarding future exploration programs, operation plans, geological interpretations, mineral tenure issues and mineral recovery processes. Although we believe the expectations reflected in our forward looking statements are reasonable, results may vary, and we cannot guarantee future results, levels of activity, performance or achievements.*