

FORM 51-102F3

MATERIAL CHANGE REPORT

UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Newton Gold Corp.
400, 409 Granville Street
Vancouver, British Columbia V6C 2T1

(the “Company” or “Newton Gold”)

Item 2 Date of Material Change

August 27, 2013.

Item 3 News Release

A news release was issued by the Company through the services of Marketwire on August 27, 2013.

Item 4 Summary of Material Change

Newton Gold Corp., as a result of a review by the British Columbia Securities Commission, is issuing the following news release to clarify its disclosure with respect to Sibley Road Property, the Pugu Hills Property and the Newton Property

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A copy of the news release is attached hereto as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Mark McLeary
Chief Executive Officer
Telephone: (604) 678-2531.

Item 9 Date of Report

August 27, 2013.

Schedule "A"

News Release

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

NEWS RELEASE

TSX-V: NWG FSE: HR2N

August 27, 2013

NEWTON PROVIDES CLARIFICATION ON ITS DISCLOSURE

Newton Gold Corp., as a result of a review by the British Columbia Securities Commission, is issuing the following news release to clarify its disclosure.

Sibley Road Property:

The Company wishes to retract previous disclosure made in its December 4, 2012 news release regarding the tonnages at Sibley Road as that disclosure was not compliant with National Instrument 43-101 due to insufficient information regarding the nature, quality and grade of the resource being defined.

The company's disclosure of the historical estimates omitted information about classification and quality of the sand and kaolin clay, and other information and cautionary language required by NI 43-101 for all disclosure of historical estimates.

The previously reported tonnages of Cretaceous kaolin clay and silica sand were considered historical in nature as they were calculated prior to the Company optioning the property. Subsequently, the company took delivery of a new technical report prepared under NI 43-101 by Dr. Stea, dated March 22, 2013 (the March 2013 Report), which does not support continued disclosure of the historical resource estimates. Consequently, the company retracts its prior disclosure of historical kaolin clay and silica sand resource estimates at the Sibley Road property.

The previously reported portion of the deposits of clay and sand on the Sibley Road property occur in a 2.5 square km core of the property and were defined by a 167 drill hole subset of the total 406 historical drill hole database completed between 1997 and 1999 by Kaoclay Resources Ltd.

The March 2013 Report was required by the TSX Venture Exchange policy 5.3, section 5.7. Newton Gold had filed for approval of the Option for the Sibley Road Property with the TSX

Venture Exchange but was unable to receive approval at that time due to the transaction being considered a 'Fundamental Acquisition', which required a supporting technical report. The company has not finalized its March 2013 report, which it expected to re-disclose the silica sand and kaolin clay deposits at Sibley Road as potential exploration targets, using ranges of tonnages and grade or quality, as permitted under NI 43-101. Estimates of potential exploration targets are conceptual in nature and are done when there is insufficient exploration to define a mineral resource. It is uncertain if further exploration will result in a potential exploration target being delineated as a mineral resource. However, at the time the company decided to drop the Sibley Road development block property and terminate the option agreement (see news release dated August 26, 2013), it had not taken delivery of any estimates of potential exploration targets suitable for disclosure under NI 43-101 standards.

Dr. R. Stea, P. Geo. is Newton Gold's Qualified Person, according to National Instrument 43-101, for the Sibley Road Property and has reviewed and approved any technical data contained in this news release.

Pugu Hills Property:

The Company wishes to clarify and restate previous disclosure made in a news release dated June 11, 2013 and in the Company's MD&A for the six month period ended June 30, 2013 regarding tonnages at the Pugu Hills Property as that disclosure was not compliant with National Instrument 43-101. The Company would like to retract both the reported tonnage for the property and the comparative statement regarding the size of a deposit on the property as it has not been able to find a reportable historical resource estimate for the deposit or give the sources for the comparative statement to support that disclosure.

Should the Company confirm sources and/or encounter additional technical information on the property it will restate that information, in accordance with NI 43-101, at that time.

Paul Lemmon, P. Geo. is Newton Gold's Qualified Person, according to National Instrument 43-101, for the Pugu Hills Property.

Newton Property:

On May 31, 2012, the Company reported that it had converted its 20% interest in the Newton Property to a 5% Net Profits Interest ("NPI") and that it would no longer have a continued funding requirement to the Joint Venture with Amarc Resources Ltd. The 5% NPI is on the entire 1,478 sq/km Newton Property and would include any future discovery.

The Company did not announce the maiden resource for the Newton Property that was released by Amarc on September 26, 2012. The Company would like to clarify our disclosure by excerpting the following from Amarc's news release dated September 26, 2012:

"The resource estimate is based on 24,513 metres of core drilling in 78 holes completed up to June 30, 2012. It confirms that Newton is a significant bulk tonnage gold discovery that remains open to further

expansion. At a 0.25 g/t gold cut-off, Inferred Mineral Resources comprise 111.5 million tonnes grading 0.44 g/t gold and 2.1 g/t silver, containing 1.6 million ounces of gold and 7.7 million ounces of silver.

The current Newton resource extends over an area of approximately 800 metres by 800 metres and to a depth of 560 metres, and is open to expansion to the northwest, west and to depth. It is located within the southeast segment of an extensive eight square kilometre sulphide system that is characterized by widespread gold enrichment indicating high potential for the development of substantial additional resources. This large, fertile mineral system extends well beyond the limits of the current resource and is largely concealed under shallow cover.

Inferred Mineral resources at various cut-off grades are summarized in the table below. A drill plan map and cross section are posted on the Amarc website
http://www.amarcresources.com/i/ahr/pdf/AHR2012Sep25_NR.pdf.

Newton Gold Project Inferred Mineral Resources					
Cut-Off Grade	Size	Grade		Contained Metal	
(g/t Au)	Tonnage (000 t)	Gold (g/t)	Silver (g/t)	Gold (000 oz)	Silver (000 oz)
0.20	147,069	0.38	1.9	1,818	8,833
0.25	111,460	0.44	2.1	1,571	7,694
0.30	85,239	0.49	2.4	1,334	6,495
0.35	65,384	0.54	2.7	1,130	5,635
0.40	49,502	0.59	2.9	938	4,596

Notes:

1. CIM definitions were followed for this mineral resource estimate. An "Inferred Mineral Resource" is that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.
2. Inferred Mineral Resources were estimated using a long-term gold price of US\$1,750 per ounce, a long-term silver price of US\$25 per ounce, and a US\$/C\$ 1.00 exchange rate.
3. Bulk density is 2.71 t/m³.
4. Numbers may not add due to rounding.
5. The Effective Date of the Mineral Resource is July 4, 2012. The Effective Date being defined as the date when Roscoe Postle Associates Inc. was in receipt of full data which informed the resource."

"The Newton estimate was prepared using geostatistical methods by technical staff at Hunter Dickinson Inc. ("HDI") and audited by geological and mining consultants at Roscoe Postle Associates Inc. under the direction of Reno Pressacco, P. Geo., an independent Qualified Person. Mr. Pressacco has reviewed the technical information related to the resource estimate in this release. Sample preparation and analysis of drill core samples from Newton were completed at the ISO 9001:2008 accredited and ISO-IEC 17025:2005 accredited Acme Analytical Laboratories (Vancouver) Ltd. A technical report providing further details of the estimate will be filed on www.sedar.com within 45 days."

Ian Foreman, P.Geo. is Newton Gold's Qualified Person, according to National Instrument 43-101, for the Newton Property and has reviewed data contained in this news release. The Company has relied on Amarc's disclosure for the resource at Newton.

Additional clarification for the Newton Project:

The Company would like to clarify prior disclosure made on page 24 in a corporate presentation titled “Aggressive Gold Exploration in British Columbia”. The slide compared the outline of the resource of the Blackwater deposit owned by New Gold Inc. and the area with important gold intercepts intersected at the Newton project.

It has been brought to the Company’s attention that this slide is confusing as the resources presented for the Blackwater deposit were different with the same slide. The Company wishes to clarify that any resources presented were for the Blackwater deposit and given solely for comparative purposes and not given to imply a potential size for the Newton deposit. Current resources for the Blackwater deposit are now significantly higher (Source: <http://www.newgold.com/properties/projects/blackwater/default.aspx>).

For clarification the Newton deposit is an exploration stage property with an initial inferred resource and that the economic merits of the project are unknown by the Company at this time. Additional drilling and metallurgical work are required to determine the projects viability.

Newton Gold owns a 5% NPI on the project and as such is not required to contribute financially nor does it have any control in future exploration on the project. Any potential value for the NPI will be completely reliant on future work and specifically a Feasibility Study.

Ian Foreman, P.Geo. is Newton Gold’s Qualified Person, according to National Instrument 43-101, for the Newton Property and has reviewed data contained in this news release.

About Newton Gold Corp

Newton Gold Corp. is an exploration company with projects in British Columbia and Tanzania in addition to a 5% Net Profits Interest in an exploration-stage gold/silver project. The Company has an experienced management team with a growth strategy to develop a proprietary technology for the extraction of aluminum and silicon from kaolin-rich clays.

ON BEHALF OF THE BOARD OF DIRECTORS

“Mark A. McLeary”

CEO

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.

