

Newton Gold Corp.
(the "Company")

NOTICE

NATIONAL INSTRUMENT 51-102

TO: **British Columbia Securities Commission**
Alberta Securities Commission
Ontario Securities Commission

The Auditors of the Company have been the firm of Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia.

Davidson & Company LLP, Chartered Accountants, has resigned as Auditors of the Company effective May 17, 2011 and MacKay LLP, Chartered Accountants, have been appointed by the Directors of the Company as the new Auditors of the Company commencing May 17, 2011.

The proposal to appoint MacKay LLP, Chartered Accountants, as the new Auditors for the Company was approved by the Company's Audit Committee.

There have been no reservations in any of the Auditor's Reports on the Company's financial statements for the fiscal years ended December 31, 2009 and December 31, 2010, or for any period subsequent to the last completed fiscal year for which an audit report was issued and there have been no reportable events.

The Reporting Package, consisting of a copy of this Notice and copies of the letters from the former Auditors and the successor Auditors indicating their agreements with the information contained in this Notice, has been reviewed by the Directors of the Company and the Audit Committee.

DATED at Vancouver, British Columbia, this 19th day of May, 2011.

BY ORDER OF THE BOARD OF DIRECTORS OF
Newton Gold Corp

"Michael Johnson"

Michael Johnson
Audit Committee Chairman, Director

Newton Gold Corp.
(the "Company")

NOTICE OF CHANGE OF AUDITOR

Pursuant to the National Instrument 51-102, part 4.11, the Company states the following:

1. The Company Proposes to change its auditor from Davidson & Company LLP, Chartered Accountants to Mackay LLP, Chartered Accountants of Vancouver, British Columbia, effective as of this 17th day of May, 2011;
2. The former auditor resigned at the Company's request;
3. There were no reservations in the former auditor's reports for the audits of the Company's two most recently completed fiscal years or any period subsequent to the most recently completed period for which an audit report was issued and preceding May 17, 2011; and
4. There were no reportable events between the Company and the former auditor.

Filed herewith are copies of the Former and Successor Auditor, respectively.

Dated: May 20, 2011



Ann Fehr
Chief Financial Officer