

**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

July 21, 2011

Item 3 News Release

The news release was disseminated on July 21, 2011.

Item 4 Summary of Material Change

The Company announced that it has closed the first tranche of a non-brokered private placement of 3,200,000 Flow-Through units at \$0.25 per unit for gross proceeds of \$800,000.

The Company is proceeding with the sale of the balance of the 2,800,000 FT Units at a price of \$0.25 per FT Unit, and 2,500,000 Non-Flow-Through Units (“NFT Units”) at a Price of \$0.20 per NFT Unit.

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: July 21, 2011

“Mark McLeary”

Per: Mark McLeary
President and Chief Executive Officer



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Newton Gold completes first tranche

Not for Distribution to News Wire Services in the United States

For Immediate Release. Vancouver, British Columbia, July 21, 2011 – Mark McLeary, President and CEO, Newton Gold Corp. (TSX Venture: NWG, the “Company”) reports that the Company has closed on the first tranche of the private placement announced on July 6, 2011, and has issued 3,200,000 Flow-Through Units (“FT Units”) to the MineralFields Group. The Company has received gross proceeds of \$800,000, which will be applied to qualifying exploration expenses on the Newton joint-venture.

The Company is proceeding with the sale of the balance of the 2,800,000 FT Units at a price of \$0.25 per FT Unit, and 2,500,000 Non-Flow-Through Units (“NFT Units”) at a Price of \$0.20 per NFT Unit.

Each FT Unit consists of one “flow-through” common share and one non-flow-through warrant entitling the holder to purchase an additional common share for a period of two years at a price of \$0.40 share during the first year and \$0.50 per share during the second year (a “Warrant”). 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 share for a period of two years at a price of \$0.30 share during the first year and \$0.40 per share during the second year (a NFT Warrant”).

The Company paid Limited Market Dealer Inc. a 6% finder’s fee, a 2% due diligence fee (both in cash) and issued 256,000 finders options in connection with closing the first tranche. Each finder’s option entitles the holder to purchase (exercisable for two years at a price of \$0.25 per finders option) one non-flow-through common share and Warrant.

Mark McLeary stated that “We are very pleased to be entering into this relationship with MineralFields Group”. “This is an important milestone in the growth of the Company and we look forward to working with MineralFields Group as we develop our Canadian mineral properties.”

For investor inquiries, contact:

Mark McLeary
 President & CEO
 Newton Gold Corp.
 604-678-2531

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.