

**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**

September 19, 2011

**Item 3      News Release**

The news release was disseminated on September 21, 2011.

**Item 4      Summary of Material Change**

The Company announced that Michael Johnson has stepped down as a director.

**Item 5      Full Description of Material Change**

The Company announced that Michael Johnson has stepped down as a director.

**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:      September 21, 2011

*“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) 6782531**

**NEWS RELEASE**

**Trading Symbol TSX - V: NWG**

**Newton completes field work at wholly owned Chuchi Property**

Vancouver, British Columbia (September 21, 2011) – Newton Gold Corp. ("Newton Gold" or the "Company") is pleased to announce that it has recently completed a field work program at its wholly owned 5,365 hectare (or 53.7 square kilometre) Chuchi Property, located in north central B.C. approximately 90 km northwest of Fort St. John.

A total of 856 samples were taken from a soil grid that measured 2.5 kilometres by 4.0 kilometres with lines spaced every 200 metres for a total of 50 line kilometres.

This new grid covers the central Chuchi deposit, which is defined by a strong magnetic anomaly and has received a total of 39 historic shallow drill holes. In addition, the recently completed program was designed to cover the intersection of two historic soil sampling grids - by Rio Algom and BP Resources completed in the late 1980's – that have drastically different results where the two grids overlap.

The copper-gold mineralization of the Chuchi deposit is centred on a cluster of plagioclase porphyry monzonite stocks, dykes and sills. Previous operators have commented that the geological setting is very similar to that of the Mount Milligan deposit located only 36 kilometres to the southeast.

The Company is not aware of any significant work documented on the Chuchi property since 1991. Newton Gold is in the process of compiling all the historic work on the project and with the results of this recently completed geochemical sampling will be planning an aggressive exploration program for the next field season.

**Corporate Update:**

The Company also wishes to announce today that Michael Johnson has stepped down as a director.

**About Newton Gold Corp.**

Newton Gold Corp. is a British Columbia focused exploration company with two advanced exploration projects. 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,

President

*Forward Looking Statements*

*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.*