

# Form 51-102F3

## MATERIAL CHANGE REPORT

**Item 1 Name and Address of Company**

**New Guinea Gold Corporation**  
("NGG" or the "Company")  
Suite 900, 595 Howe Street  
Vancouver, BC V6C 2T5

**Item 2 Date of Material Change**

January 30, 2012

**Item 3 News Release**

The Company's news release was disseminated on February 16, 2012

**Item 4 Summary of Material Change**

Mr. Ben Graham has been appointed as its Chief Financial Officer of the Company, replacing Mrs. Lisa Hartin.

Certain adjustments to the financial statements for the three and nine month periods ended September 30, 2011 were identified, as well as the requirement to restate certain comparative Canadian GAAP figures.

**Item 5.1 Full Description of Material Change**

The Company announced it has strengthened its management team through the appointment of Mr. Ben Graham as its Chief Financial Officer, replacing Mrs. Lisa Hartin. Mr. Graham is a qualified CPA and brings over ten years of experience in senior accounting and financial roles in both listed and unlisted Australian public companies.

Subsequent to the approval and filing of the Company's financial statements for the three and nine months period ended September 30, 2011, the Company entered in to a non-binding agreement with PNG Gold Corporation for a potential business combination. To ensure the most accurate information was available for inclusion in the Information Circular the Company's Board engaged BDO Dunwoody to conduct a review of the accounting treatment of the Company's transition to IFRS and of previously reported GAAP figures.

As a result of that review, certain adjustments to the financial statements for the three and nine month periods ended September 30, 2011 were identified, as well as the requirement to restate certain comparative Canadian GAAP figures. Full details of these adjustments can be found in Notes 22 and 23 in the amended Financial Statements filed on Sedar.

The impact of the adjustments to the previously reported figures for the period ending September 30, 2011 was a reduction in Equity of \$4,891,970 to \$20,595,069, which was primarily the result of a re-valuation of inventory as at the review date.

The profit after tax for the nine months ending September 30, 2011 was reduced by \$1,835,644 to \$1,670,639, after taking into account the combined effect of the adjustment to cost of sales (adjustment to inventory) and the revised accounting treatment for the disposal of plant and equipment which had been incorrectly recorded.

For the three months to September 30, 2011, the Company has recorded a re-stated loss after tax of \$(6,732,512), after previously reporting a profit for the quarter of \$1,688,175. The movement of \$8,420,687 was primarily the result of an impairment expense recognised during the quarter in relation to AFS investments. Readers are asked to refer to Notes 22 and 23 in the lodged amended Financial Statements for a full reconciliation of the adjustments made to the previously reported Canadian GAAP comparative figures. These adjustments primarily relate to the accounting treatment of the Company's investment in PNG Gold Corporation (formerly Normanby Mining Corporation), Coppermoly Limited and Pacific Kanon Gold Corporation.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Betty Anne Loy, Corporate Secretary, at 604.689.1515 ext 103

**Item 9 Date of Report**

February 16, 2012