

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Plato Gold Corp.
Suite 300
1300 Bay Street
Toronto, Ontario
M5R 3K8

Item 2 Date of Material Change

December 4, 2006

Item 3 News Release

The press release attached as Schedule A was released over Filing Services Canada on December 4, 2006.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule A.

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule A.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Anthony Cohen, President and CEO
Plato Gold Corp.
tel: 416-968-0608

Item 9 Date of Report

December 4, 2006

Schedule A



For Immediate Release

Plato Gold Announces Private Placement of Flow-Through Shares for up to \$180,000

Toronto, December 4, 2006 – Plato Gold Corp (TSX-V: **PGC**) intends to raise up to \$180,000 in a non-brokered private placement of up to 1,500,000 common shares on a flow-through basis at a price of \$0.12 per share. If fully subscribed the gross proceeds will be \$180,000. Issued common shares will be subjected to a hold period of four months plus a day. Insiders of Plato Gold Corp. will participate in this financing and will subscribe for up to 50 percent of the gross proceeds of the private placement.

The proceeds from the private placement will be used by Plato Gold Corp. for exploration work on its previously announced option of the Nordeau East and Nordeau West gold deposit in Quebec. Full details on the Nordeau option announcement and details of the recent National Instrument 43-101 technical report are available at www.sedar.com.

Following the issuance of the common shares pursuant to a fully subscribed private placement, there will be 35,775,686 common shares issued and outstanding and 44,297,284 common shares on a fully diluted basis. The private placement is subject to regulatory approvals, including approval of the TSX Venture Exchange. Closing is expected to occur on or about December 11, 2006.

For further information, please contact:

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M5R 3K8

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*Not for Distribution in the United States.
The TSX Venture Exchange has not reviewed and does not accept responsibility for the
adequacy or accuracy of this news release.*

Cautionary Statements

This news release report contains "forward-looking statements", within the meaning of the United States Private Securities Litigation Reform Act of 1995 and similar Canadian legislation, concerning the business, operations and financial performance and condition of Plato. Forward-looking statements include, but are not limited to, statements with respect to the benefits of the offering and option transaction. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Plato to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: raising less than the required amount; not realizing on the anticipated benefits from the transaction or not realizing on such anticipated benefits within the expected time frame; risks related to exploration; actual resource viability, and other risks of the mining industry. Although management of Plato has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Plato does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.