

## MATERIAL CHANGE REPORT

### PURSUANT TO SECTION 7.1 OF NATIONAL INSTRUMENT 51-102 RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS

ITEM 1: **Name and Address of Company**

TomaGold Corporation (“**TomaGold**” or the “**Corporation**”)  
777 de la Commune West, suite 100  
Montréal, Québec H3C 1Y1

ITEM 2: **Date of Material Changes**

February 15, 2012.

ITEM 3: **News Release**

Press releases were issued in English and French by TomaGold on February 15, 2012. Copies of each version are attached hereto.

ITEM 4: **Summary of Material Changes**

On February 15, 2012, TomaGold announced the completion of a non-brokered private placement totaling an aggregate gross proceeds of \$383,000 in Non Flow-Through Units, Flow-Through Shares sold, the whole subject to the final approval of the TSX Venture Exchange and regulatory authorities.

ITEM 5: **Full Description of Material Changes**

On February 15, 2012, TomaGold announced the completion of a non-brokered private placement totaling an aggregate gross proceeds of \$383,000 in Non Flow-Through Units, Flow-Through Shares sold, the whole subject to the final approval of the TSX Venture Exchange and regulatory authorities.

The securities sold are represented by 423,000 Non Flow-Through Units and 1,243,332 Flow-Through Shares.

Non Flow-Through Units, at a subscription price of \$0.20 per unit, will consist of one (1) class “A” share of the capital stock of the Company (the “Common Share”) and one-half (1/2) common share purchase warrant (“NFT Warrant”) (collectively, the Common Shares and NFT Warrants are known as the “Non Flow-Through Units”). Each whole NFT Warrant will enable the holder thereof to acquire one (1) Non-flow-through Common Share at \$0.35 any time until the date that is twelve (12) months from the Closing Date (the “Expiry Date”).

Flow-Through Shares, at a subscription price of \$0.24, will consist of one (1) Common Share on a Flow-Through basis (hereinafter the “Flow-Through Shares”).

All Common Shares, warrants and units issued pursuant to the private placement will be subject to a mandatory four (4) month plus one (1) day holding period.

The private placement is made in Canada to “accredited investors” (as that term is defined under National Instrument 45-106 – Prospectus and Registration Exemptions) or pursuant to other applicable prospectus and registration exemptions.

Funds will be spent primarily to advance the Company's exploration projects and for general working capital purposes.

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**

For further information, please contact David Grondin, President and Chief Executive Officer of the Corporation, at (514) 303-7895.

ITEM 9: **Date of Report**

February 24, 2012.

## **TOMAGOLD CORPORATION**



### **PRESS RELEASE**

**FOR IMMEDIATE RELEASE**

**TSX VENTURE SYMBOL: LOT**

**FEBRUARY 15, 2012**

### **TOMAGOLD COMPLETES A FINANCING**

**MONTREAL, QUEBEC – FEBRUARY 15, 2012 – TOMAGOLD CORPORATION (TSX VENTURE: LOT)** (“TomaGold” or the “Company”) - is pleased to announce that it has completed a non-brokered private placement totaling an aggregate gross proceeds of \$383,000 in Non Flow-Through Units, Flow-Through Shares sold, the whole subject to the final approval of the TSX Venture Exchange and regulatory authorities.

The securities sold are represented by 423,000 Non Flow-Through Units and 1,243,332 Flow-Through Shares.

Non Flow-Through Units, at a subscription price of \$0.20 per unit, will consist of one (1) class “A” share of the capital stock of the Company (the “Common Share”) and one-half (1/2) common share purchase warrant (“NFT Warrant”) (collectively, the Common Shares and NFT Warrants are known as the “Non Flow-Through Units”). Each whole NFT Warrant will enable the holder thereof to acquire one (1) Non-flow-through Common Share at \$0.35 any time until the date that is twelve (12) months from the Closing Date (the “Expiry Date”).

Flow-Through Shares, at a subscription price of \$0.24, will consist of one (1) Common Share on a Flow-Through basis (hereinafter the “Flow-Through Shares”).

All Common Shares, warrants and units issued pursuant to the private placement will be subject to a mandatory four (4) month plus one (1) day holding period.

The private placement is made in Canada to “accredited investors” (as that term is defined under National Instrument 45-106 – Prospectus and Registration Exemptions) or pursuant to other applicable prospectus and registration exemptions.

Funds will be spent primarily to advance the Company's exploration projects and for general working capital purposes.

### **ABOUT TOMAGOLD**

TomaGold Corporation is a Canadian-based mining exploration company whose primary mission is the acquisition, exploration and development of gold projects in Canada and abroad.

**For further information, please contact Mr. David Grondin, President and CEO, at (514) 206-7727**

**Please visit the TomaGold website at [www.tomagoldcorp.com](http://www.tomagoldcorp.com)**

*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 news release.*

## CORPORATION TOMAGOLD



### COMMUNIQUÉ DE PRESSE

#### POUR DIFFUSION IMMÉDIATE

#### SYMBOLE BOURSIER : LOT

LE 15 FÉVRIER 2012

#### TOMAGOLD COMPLÈTE UN FINANCEMENT

**MONTREAL, QUÉBEC – LE 15 FEVRIER 2012 – CORPORATION TOMAGOLD (TSX VENTURE: LOT)** (la « Société » ou « TomaGold ») est heureuse d'annoncer qu'elle a complété un placement privé sans courtier d'Unités non-accréditatives et d'Actions accréditatives pour un produit brut total de 383 000 \$, le tout sujet à l'approbation finale de la Bourse de croissance TSX et des autorités réglementaires.

Le placement représente 423 000 Unités non-accréditatives et 1 243 332 Actions accréditatives.

Les Unités non-accréditatives, au prix de 0,20 \$ chacune, seront composées de (i) une (1) action de catégorie « A » du capital social de la Société (ci-après, les « Actions ordinaires ») et (ii) d'un-demi (1/2) bon de souscription non accréditif (les « Bons de souscription non-accréditif ») (Action ordinaire et Bon de souscription non-accréditif ci-après désignés collectivement « Unité »). Chaque Bon de souscription non accréditif entier permettra à son détenteur de souscrire à une (1) Action ordinaire non accréditive au prix d'exercice de 0,35 \$ en tout temps pour une période de douze (12) mois de la date de clôture.

Les Actions accréditatives, au prix de 0,24 \$ chacune, seront composées d'une (1) Action ordinaire sur une base accréditive (les « Actions accréditatives »).

Toutes les Actions ordinaires, les bons de souscription et les unités émises dans le cadre du placement privé seront assujetties à une période de détention obligatoire de quatre (4) mois et un (1) jour.

Le placement privé est réalisé au Canada auprès d' « investisseurs qualifiés » (tel que défini au *Règlement 45-106 sur les dispenses de prospectus et d'inscription*) ou en vertu d'autre dispenses de prospectus et d'inscription applicables.

TomaGold prévoit utiliser le produit net du placement privé pour accélérer l'avancement des projets d'exploration de la Société ainsi que pour le fonds de roulement en générale.

#### À PROPOS DE TOMAGOLD

Corporation TomaGold est une société d'exploration minière canadienne dont la mission première est l'acquisition, l'exploration et le développement de projets aurifères au Canada et à l'étranger.

**Pour plus d'informations, veuillez communiquer avec Monsieur David Grondin, Président et Chef de la direction de TomaGold, au (514) 206-7727.**

**Visitez notre site Internet au [www.tomagoldcorp.com](http://www.tomagoldcorp.com)**

*La Bourse de croissance TSX et son fournisseur de services de réglementation (au sens attribué à ce terme dans les politiques de la Bourse de croissance TSX) n'assument aucune responsabilité quant à la pertinence ou à l'exactitude du présent communiqué.*