

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**

June 29, 2012

ITEM 3: **News Release**

A Press release was issued in French and in English by TomaGold on July 3, 2012. Copies of the press release are attached hereto.

ITEM 4: **Summary of Material Changes**

On July 3, 2012, TomaGold is pleased to report that it has closed a non-brokered private placement of common shares totaling \$750,000.

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

On July 3, 2012, TomaGold is pleased to report that it has closed a non-brokered private placement of common shares totaling \$750,000.

Private placement

TomaGold has closed a non-brokered private placement of common shares totaling \$750,000. The private placement consists in the issuance of 3,750,000 common shares of the Company at a price of \$0.20 per share and 3,750,000 warrants. Each warrant entitles its holder to purchase one additional common share of the Company at a price of \$0.30 for an 18-month period from closing of the private placement. The subscribers will be unable to resell the subscribed securities for four (4) months and one (1) day.

The proceeds from the private placement will be used for working capital purposes. The common shares issued and the underlying common shares to be issued pursuant to the exercise of the warrants under the private placement are subject to a restricted period on resale of four (4) months and one (1) day. At the closing, the Company shall pay to various finders cash fees of \$4,800.00 \$ as well as 24,000 finder’s warrants, which respectively are equivalent to a maximum of 8% of the gross proceeds raised by said finders, as well as a maximum number of warrants equal to 8 % of the number of common shares issued through said finders. Each finder’s warrant will allow the holder to subscribe one (1) additional common share of the Company at a price of \$0.30 for an 18 month period following the closing of the private placement. All of the finder’s warrants and the underlying common shares will be subject to a mandatory holding period of four (4) months and one (1) day.

The private placement is subject to regulatory approval.

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**

July 4, 2012.

TOMAGOLD CORPORATION



PRESS RELEASE

STOCK SYMBOL: LOT

JULY 3, 2012

TomaGold completes \$750,000 financing

Montreal, Quebec, JULY 3, 2012 - TomaGold Corporation (TSXV: LOT) ("TomaGold" or the "Company") is pleased to report that it has closed a non-brokered private placement of common shares totaling \$750,000.

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ABOUT TOMAGOLD CORPORATION

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 David Grondin, President and CEO, at (514) 206-7727.

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

SYMBOLE BOURSIER : LOT

LE 3 JUILLET 2012

TomaGold complète un financement de 750 000 \$

Montréal (Québec), le 3 Juillet 2012 – Corporation TomaGold (TSXV: LOT) (« TomaGold » ou la « Société ») est heureuse d'annoncer qu'elle a procédé à la clôture d'un placement privé d'actions ordinaires sans l'entremise d'un courtier d'un montant total de 750 000 \$.

Placement privé

TomaGold a procédé à la clôture d'un placement privé d'actions ordinaires sans l'entremise d'un courtier d'un montant total de 750 000 \$. Le placement privé consiste en l'émission de 3 750 000 actions ordinaires de la Société au prix de 0,20 \$ l'action et de 3 750 000 bons de souscription. Chaque bon de souscription permettra au porteur de souscrire une action ordinaire additionnelle de la Société au prix de 0,30 \$ pendant une période de 18 mois suivant la date de clôture du placement privé. Les souscripteurs ne pourront revendre les titres souscrits pendant quatre (4) mois et un (1) jour.

Le produit du placement privé sera utilisé pour le fonds de roulement de la Société. Les actions ordinaires émises et les actions ordinaires sous-jacentes qui pourront être émises suite à l'exercice des bons de souscription dans le cadre du placement privé sont assujetties à une période de restriction relative à la revente de quatre mois et un jour. La Société payera à la clôture à certains intermédiaires des frais de démarchage en argent de 4 800,00 \$ ainsi que 24 000 bons de souscription d'intermédiaire, le tout équivalant, d'une part, à un maximum de 8 % du produit brut levé par ces intermédiaires et, d'autre part, à un nombre maximum de bons de souscription équivalant à 8 % du nombre d'actions ordinaires émises par l'entremise desdits intermédiaires. Chaque bon de souscription d'intermédiaire permettra au porteur de souscrire une action ordinaire additionnelle de la Société au prix de 0,30 \$ pendant une période de 18 mois suivant la date de clôture du placement privé. Tous les bons de souscription d'intermédiaire et les actions ordinaires sous-jacentes seront assujettis à une période de conservation obligatoire de quatre (4) mois et un (1) jour.

Le placement privé est sujet à l'approbation des autorités de réglementaires.

AU SUJET DE CORPORATION 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'information, veuillez communiquer avec David Grondin, président et chef de la direction de TomaGold, au (514) 206-7727.

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.