

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, rue de la Commune Ouest
Montréal, Québec
H3C 1Y1

ITEM 2: **Date of Material Changes**

February 11, 2013

ITEM 3: **News Release**

A press release was issued in English and in French by TomaGold on February 11, 2013. The English and French copies of the press release are attached hereto.

ITEM 4: **Summary of Material Changes**

On February 11, 2013, TomaGold announces that it has closed a non-brokered private placement in the amount of \$170,000.

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

TomGold announces that it has closed a non-brokered private placement in the amount of \$170,000. The Company has issued 1,700,000 common shares priced at \$0.10 per share and 1,700,000 warrants. Each warrant entitles its holder to purchase one common share of the Company at \$0.12 within a one-year period. The Company paid a cash finders’ fee equal to a maximum of 10% of the gross proceeds raised in connection with this financing. TomaGold will use the proceeds from the private placement for working capital purposes. The securities issued under the private placement are subject to a resale restriction period of four months and one 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 more information, please contact David Grondin, President and CEO of TomaGold, at (514) 206-7727, or visit the Company’s website, at www.tomagoldcorp.com.

ITEM 9: **Date of Report**

February 12, 2013

TOMAGOLD CORPORATION



PRESS RELEASE

STOCK SYMBOL: LOT

TomaGold closes a \$170,000 financing

Montreal, Quebec, February 11, 2013 - TomaGold Corporation (TSXV: LOT) ("TomaGold" or the "Company") is pleased to report that it has closed a non-brokered private placement in the amount of \$170,000.

The Company has issued 1,700,000 common shares priced at \$0.10 per share and 1,700,000 warrants. Each warrant entitles its holder to purchase one common share of the Company at \$0.12 within a one-year period. The Company paid a cash finders' fee equal to a maximum of 10% of the gross proceeds raised in connection with this financing.

TomaGold will use the proceeds from the private placement for working capital purposes. The securities issued under the private placement are subject to a resale restriction period of four months and one day.

The private placement is subject to regulatory approval.

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 more information, please contact David Grondin, President and CEO of TomaGold, at (514) 206-7727, or visit our website, at 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

SYMBOLE BOURSIER : LOT

TomaGold clôture un financement de 170 000 \$

Montréal (Québec), le 11 février 2013 – Corporation TomaGold (TSXV: LOT) (« TomaGold » ou la « Société ») est heureuse d'annoncer qu'elle a procédé à la clôture d'un placement privé sans l'entremise d'un courtier pour un montant de 170 000 \$.

La Société a émis 1 700 000 actions ordinaires à un prix de 0,10 \$ l'action et 1 700 000 bons de souscription. Chaque bon de souscription permet au détenteur de souscrire une action ordinaire de la Société à un prix de 0,12 \$ l'action pour une période d'un an. La Société a payé des frais d'intermédiation en argent équivalant à un maximum de 10 % du produit brut levé dans le cadre du financement.

TomaGold utilisera le produit du placement privé pour le fonds de roulement de la Société. Les titres émis dans le cadre du placement privé sont assujettis à une période de restriction relative à la revente de quatre mois et un jour.

Le placement privé est sujet à l'approbation des autorités 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, ou visiter notre site Internet à 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.