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** »)
David Grondin
777, de la Commune Street West
Montréal, Québec H3C 1Y1

ITEM 2: **Date of Material Changes**

November 11, 2013.

ITEM 3: **News Release**

A press release was issued by TomaGold on November 12, 2013, a copy of which is attached hereto.

ITEM 4: **Summary of Material Changes**

TomaGold announced it has finalized an option agreement with IAMGOLD Corporation ("**IAMGOLD**") in which IAMGOLD may earn a 50% interest in each of the Monster Lake, Winchester and Lac à l'eau jaune properties (the "**Properties**") for a total of $17.575 million, including $16 million in exploration work and $1.575 million in payments over five years.

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

TomaGold announced it has finalized an option agreement with IAMGOLD in which IAMGOLD may earn a 50% interest in each of the Properties, for a total of $17.575 million, including $16 million in exploration work and $1.575 million in payments over five years. The schedule of cumulative investments to be made by IAMGOLD is as follows:

Exploration commitments		**Payments to TomaGold**	
		On signing:	$350,000
By the first anniversary of the agreement:	$2.0 M	By the first anniversary:	$170,000
By the second anniversary:	$2.5 M	By the second anniversary:	$220,000
By the third anniversary:	$2.5 M	By the third anniversary:	$235,000
By the fourth anniversary:	$3.5 M	By the fourth anniversary:	$300,000
By the fifth anniversary:	$5.5 M	By the fifth anniversary:	$300,000

IAMGOLD will act as the project operator with the support of TomaGold personnel during the acquisition period of its 50% interest. Once IAMGOLD has acquired its 50% interest in the Properties, the interests of TomaGold and Quinto Real Capital Corporation ("Quinto") will be diluted proportionately such that TomaGold and Quinto will hold interests of 45% and 5%, respectively, in the Monster Lake property.

The agreement 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 M. David Grondin, President and Chief Executive Officer, at 514 206-7727.

ITEM 9: **Date of Report**

November 15, 2013.

PRESS RELEASE

TomaGold and IAMGOLD sign a $17.575 million agreement on the Monster Lake, Winchester and Lac à l'eau jaune gold projects

Montreal, Quebec, November 12, 2013 - TOMAGOLD CORPORATION (TSXV: LOT) ("TomaGold" or the "Company") and **IAMGOLD Corporation (TSX: IMG, NYSE: IAG)** ("IAMGOLD") are pleased to announce that they have finalized an option agreement in which IAMGOLD may earn a 50% interest in each of the Monster Lake, Winchester and Lac à l'eau jaune properties (the "Properties") for a total of $17.575 million, including $16 million in exploration work and $1.575 million in payments over five years. The schedule of cumulative investments to be made by IAMGOLD is as follows:

Exploration commitments

By the first anniversary of the agreement:	$2.0 M
By the second anniversary:	$2.5 M
By the third anniversary:	$2.5 M
By the fourth anniversary:	$3.5 M
By the fifth anniversary:	$5.5 M

Payments to TomaGold

On signing:	$350,000
By the first anniversary:	$170,000
By the second anniversary:	$220,000
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By the fourth anniversary:	$300,000
By the fifth anniversary:	$300,000

IAMGOLD will act as the project operator with the support of TomaGold personnel during the acquisition period of its 50% interest. Once IAMGOLD has acquired its 50% interest in the Properties, the interests of TomaGold and Quinto Real Capital Corporation ("Quinto") will be diluted proportionately such that TomaGold and Quinto hold interests of 45% and 5%, respectively, in the Monster Lake property.

David Grondin, President and CEO of TomaGold, stated that: "We are proud to have signed an agreement with IAMGOLD, a major gold producer with proven expertise in Quebec and the rest of the world. IAMGOLD's financial and technical resources will enable us to explore Monster Lake and the neighbouring properties faster and in a more optimal manner. In addition, the larger work commitments mean that exploration work on the Properties will be ongoing. In short, this transaction is a testimony to the gold potential of Monster Lake and its surroundings, and we hope to eventually turn it into a mine."

"We are pleased to have signed this agreement and look forward to working with TomaGold to continue to advance the exploration on the Monster Lake project," said Craig MacDougall, SVP, Exploration at IAMGOLD.

The agreement is subject to regulatory approval.

About the Monster Lake Project

The Monster Lake project lies in northwestern Quebec, 44 kilometres southwest of Chibougamau. Since 1984, over 40,000 metres of diamond drilling have been done along the 4-kilometre mineralized corridor.

In the winter of 2012, TomaGold drilled 16 holes for a total of 2,420 metres on the Annie zone, which resulted in a major discovery of 237.6 g/t of gold over 5.7 metres in Hole M-12-60. In 2013, the Company drilled 12 holes totalling 5,000 metres on Zone 325. All the holes intersected the gold-bearing structure, and seven of the 12 holes returned values of over 10 g/t of gold. The program also confirmed that Zone 325 was 150 metres long with a vertical depth of 330 metres, and that it was open at depth. The best drill results for Zone 325 were as follows (please refer to April 22, 2013 press release):

Hole (#)	From (m)	To (m)	g/t Au	Length (m)	Depth (m)
Section 1100 E					
M-25-11	49.50	54.00	101.2	4.50	40
Section 1150 E					
M-24-11	60.00	61.00	9.60	1.00	45
993-95-50	84.60	85.75	5.04	1.15	60
Section 1200 E					
M-10-18	80.00	83.00	6.70	3.00	63
M-38-11	96.00	99.00	7.20	3.00	80
M-43-11	131.00	132.00	11.1	1.00	102
M-13-99	217.00	223.00	32.6	6.00	170
M-13-101	281.50	285.00	48.9	3.50	275
Section 1225 E					
M-13-106	256.20	261.00	37.1	4.80	235
M-13-107	266.85	269.60	4.53	2.75	245
Section 1250 E					
M-37-11	103.00	105.00	19.4	2.00	87
M-44-11	125.00	127.00	8.40	2.00	97
M-12-50	160.60	162.15	4.50	1.55	115
M-13-94	226.50	231.80	11.5	5.30	187
M-13-93	244.35	250.20	33.6	5.85	217
M-13-95	288.40	295.60	42.0	7.20	278
M-13-102	370.00	372.55	7.30	2.55	330
Section 1300 E					
M-13-98	274.60	280.30	26.0	5.70	280
M-13-103	364.55	376.60	1.75	11.95	330
Section 1365 E					
M-13-105	355.90	367.20	8.65	11.30	325

It should be noted that the sheared tuff unit hosting the gold-bearing quartz vein was intersected at a 40-50° angle to the core axis, meaning that the width of the intersection is not necessarily the true width. Based on observations on surface in recent trenching and old holes drilled by SOQUEM and Stellar Pacific Ventures, the Company estimates the true width of the mineralized zone at 70 to 85% of the width intersected in the drill holes.

The technical content of this press release has been reviewed and approved by André Jean, P. Eng., a qualified person under National Instrument 43-101.

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.

About IAMGOLD

IAMGOLD (www.iamgold.com) is a mid-tier mining company with six operating gold mines (including current joint ventures) on three continents and one of the world's top three niobium mines. A solid base of strategic assets in Canada, South America and Africa is complemented by development and exploration projects and continued assessment of accretive acquisition opportunities. IAMGOLD is in a strong financial position with extensive management and operational expertise.

Contact:

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