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 « **Company** »)
David Grondin
410, rue St-Nicolas, suite 236
Montréal, Québec
H2Y 2P5

ITEM 2: **Date of Material Changes**

April 30, 2015.

ITEM 3: **News Release**

Press releases were issued in English and in French by TomaGold on April 30, 2015. Copies of each version are attached hereto.

ITEM 4: **Summary of Material Changes**

TomaGold announced that it has closed a non-brokered flow-through private placement totalling $325,000 and provided an update on its activities pertaining to its proposed transaction with Gold Reef Mining LLC, Arizona and the hiring of Paradox, an investor relations firm.

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

Tomagold announced today the closing of a non-brokered private placement for gross proceeds of $325,000 and provides an update on its activities pertaining to its proposed transaction with Gold Reef Mining LLC, Arizona and the hiring of Paradox, an investor relations firm.

Transaction with Gold Reef Mining LLC

Discussions for the closing of the transaction with Gold Reef Mining LLC, Arizona, and the concurrent US $4 million financing announced in the press release dated September 30, 2014, are ongoing. The Company is not yet in a position to confirm whether or not these transactions will proceed, and will inform its shareholders as soon as there is a final decision on the matter.

A letter of intent signed with Gold Reef Mining LLC, Arizona, calls for TomaGold to provide a US $750,000 secured loan for the operation of the Gold Reef mine on closing of the transaction. The loan, which would have a one-year term and bear interest at 10% per year, would enable the Company to acquire a carried interest of 25% in the cash flow generated by the mine. The carried interest would remain in effect after the loan had been reimbursed, for the full life of the mine.

On closing of the transaction, TomaGold would also have an irrevocable and unqualified option to acquire 50% of the mine property rights for US $2 million in capital expenditures. Once the loan was fully repaid, TomaGold would have 48 months to exercise this option.

“Although negotiations are taking longer than expected, we are confident that we will be able to close these transactions and move us one step closer to our goal of becoming a gold producer,” said David Grondin, President and Chief Executive Officer of TomaGold. “Meanwhile, on the Monster

Lake project, IAMGOLD’s winter drilling program is now complete. The program was aimed at drilling harder-to-access areas, and at its peak, we had three rigs going. We will report the program results as they become available.”

Private placement

The Company also reported that it has closed a non-brokered private placement for $325,000. The private placement entailed the issuance of 4,062,500 common shares priced at $0.08 each and 2,031,250 warrants, each entitling the holder to purchase one common share of the Company at a price of $0.12 for a period of 18 months. SODÉMEX II s.e.c. has subscribed for $100,000 of the financing. TomaGold will use the proceeds of the private placement for working capital purposes.

On closing, the Company will pay a finder’s fee of 6,000 intermediary warrants. Each intermediary warrant entitles the holder to purchase one additional common share of the Company for $0.08 for a period of 18 months after closing. All securities issued under the private placement, including the intermediary warrants and the underlying common shares, will be subject to a mandatory hold period of four months plus one day on resale.

Investor relations

The Company has also retained Paradox Public Relations for investor relations. Paradox will focus on developing and expanding the Company's communications with the financial community through a comprehensive investor relations program. Services to be provided to TomaGold include marketing to the financial community, incoming email service, use of an exclusive Paradox database, organization of meetings and presentations, and service calls on the Company’s behalf. The agreement is for a minimum of six months, at a monthly fee of $6,500. Paradox will also receive 400,000 stock options to acquire the same number of common shares of the Company at $0.10 per share for a period of 10 years. These options are subject to a preexercise hold period of at least 12 months during which no more than one quarter of the options may be exercised every three months.

These transactions are subject to regulatory approval.

ITEM 6: **<u>Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102</u>**

Not applicable.

ITEM 7: **<u>Omitted Information</u>**

Not applicable.

ITEM 8: **<u>Executive Officer</u>**

For further information, please contact M. David Grondin, President and Chief Executive Officer at 514 206-7727.

ITEM 9: **<u>Date of Report</u>**

May 8, 2015.

TSXV: LOT

PRESS RELEASE

TomaGold provides an update on its activities and closes a private placement

Montreal, Quebec, April 30, 2015 - TomaGold Corporation (TSXV: LOT) ("TomaGold" or the "Company") announced today the closing of a non-brokered private placement for gross proceeds of $325,000 and provides an update on its activities pertaining to its proposed transaction with Gold Reef Mining LLC, Arizona and the hiring of Paradox, an investor relations firm.

Transaction with Gold Reef Mining LLC

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On closing of the transaction, TomaGold would also have an irrevocable and unqualified option to acquire 50% of the mine property rights for US $2 million in capital expenditures. Once the loan was fully repaid, TomaGold would have 48 months to exercise this option.

"Although negotiations are taking longer than expected, we are confident that we will be able to close these transactions and move us one step closer to our goal of becoming a gold producer," said David Grondin, President and Chief Executive Officer of TomaGold. "Meanwhile, on the Monster Lake project, IAMGOLD's winter drilling program is now complete. The program was aimed at drilling harder-to-access areas, and at its peak, we had three rigs going. We will report the program results as they become available."

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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. In November 2013, the Company signed an agreement for IAMGOLD to acquire a 50% interest in each of the Monster Lake, Winchester and Lac-à-L'eau-Jaune properties in exchange for a total of $16 million dollars of exploration work and a cash payment of $1,575,000 over five and a half years.

Contact:

Corporation TomaGold
David Grondin
President and Chief Executive Officer
(514) 206-7727
www.tomagoldcorp.com

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TomaGold fait une mise à jour sur ses activités et clôture un placement privé

Montréal (Québec), le 30 avril 2015 - Corporation TomaGold (TSXV: LOT) (« TomaGold » ou la « Société ») annonce la clôture d'un placement privé sans l'entremise de courtier d'un produit brut de 325 000 $ et désire faire une mise à jour sur ses activités relativement au projet de transaction avec Gold Reef Mining LLC, Arizona et à l'engagement de Paradox, une firme de relations avec les investisseurs.

Transaction avec Gold Reef Mining LLC

Les discussions visant à clôturer la transaction avec Gold Reef Mining LLC, Arizona, et le financement concomitant de 4 millions $US, telles qu'annoncées dans le communiqué de presse du 30 septembre 2014, se poursuivent. La Société n'est toutefois pas en mesure de confirmer si ces transactions se réaliseront ou non et informera ses actionnaires lorsqu'une décision finale sera prise à cet effet.

En vertu de la lettre d'entente avec Gold Reef Mining LLC, Arizona, TomaGold fournira à la clôture de la transaction un prêt garanti de 750 000 $US pour l'exploitation de la mine Gold Reef. Le prêt sera d'une durée d'un an, portera un taux d'intérêt annuel de 10% et permettra à la Société d'acquérir une participation reportée de 25% des flux de trésorerie générés par la mine. La participation reportée demeurera en vigueur après le remboursement du prêt, soit pendant toute la durée de vie d'exploitation de la mine.

À la clôture de la transaction, TomaGold détiendra également une option irrévocable et absolue d'acquérir 50% des droits de propriété de la mine en contrepartie d'un montant de 2 millions $US de dépenses en immobilisations. TomaGold pourra exercer son option visant cet intérêt dans les 48 mois suivant le remboursement complet du prêt.

« Bien que les négociations soient plus longues que prévu, nous sommes confiants de pouvoir conclure ces transactions, ce qui nous permettrait de nous rapprocher de notre but de devenir un producteur aurifère », a déclaré David Grondin, président et chef de la direction de TomaGold. « En ce qui a trait au projet Monster Lake, le programme de forage entrepris cet hiver par IAMGOLD est maintenant terminé. L'objectif de cette campagne était de forer les zones qui étaient plus difficiles d'accès. D'ailleurs, au plus fort du programme, nous avions trois foreuses en action. Nous dévoilerons les résultats de la campagne dès qu'ils seront disponibles. »

Placement privé

La Société a procédé aujourd'hui à la clôture d'un placement privé sans l'entremise de courtier pour un montant de 325 000 $. Le placement privé consiste en l'émission de 4 062 500 actions ordinaires à un prix de 0,08 $ l'action et de 2 031 250 bons de souscription. Chaque bon de souscription permettra au détenteur de souscrire une action ordinaire de la Société à un prix de 0,12 $ l'action sur une période de 18 mois. SODÉMEX II s.e.c. a souscrit dans ce financement à raison de 100 000 $. TomaGold utilisera le produit du placement privé pour son fonds de roulement.

La Société payera à la clôture à certains intermédiaires des frais de démarchage sous forme de 6 000 bons de souscription d'intermédiaire. Chaque bon de souscription d'intermédiaire permettra au porteur de souscrire une action ordinaire additionnelle de la Société au prix de 0,08 $ pendant une période de 18 mois suivant la date de clôture du placement privé. Tous les titres émis dans le cadre du placement privé, incluant les bons de souscription d'intermédiaire et les actions ordinaires sous-jacentes, seront assujettis à une période de conservation obligatoire relative à la revente de quatre (4) mois et un (1) jour.

Relations avec les investisseurs

La Société a retenu les services de Relations publiques Paradox afin de s'occuper des relations avec ses investisseurs. Paradox se concentrera sur le développement et l'expansion des communications de la Société avec la communauté financière à travers un programme complet de relations avec les investisseurs. Les services offerts à TomaGold par Relations publiques Paradox comprennent le marketing à la communauté financière, un service courriel entrant, l'utilisation d'une base de données exclusive à Paradox, l'organisation de réunions et de présentations et les appels de service au nom de la Société. L'entente est prévue pour une durée minimale de six mois et des honoraires mensuels ont été fixés à 6 500 $. De plus, Paradox recevra 400 000 options d'achat d'actions permettant l'acquisition d'autant d'actions ordinaires de la Société à un prix de 0,10 $ par action sur une période de 10 ans. Ces options sont assujetties à une période de détention préalable à l'exercice des options pour une période d'au moins douze (12) mois au cours de laquelle un maximum du quart (¼) des options émises pourront être exercées pour chaque période de trois (3) mois.

Ces transactions sont sujettes aux approbations 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. En novembre 2013, la Société a signé une entente visant l'acquisition par IAMGOLD d'un intérêt de 50 % dans chacune des propriétés Monster Lake, Winchester et Lac à l'eau jaune, en contrepartie d'un montant total de 16 millions de dollars en travaux d'exploration et d'un paiement au comptant total de 1 575 000 $ répartis sur une période de cinq ans et demi.

<u>Contact:</u>

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