

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**”)
David Grondin
410 rue Saint Nicholas, suite 236
Montréal, Québec
H2Y 2P5

ITEM 2: **Date of Material Changes**

August 23, 2016.

ITEM 3: **News Release**

A press release was issued in English and French by TomaGold on August 25, 2016. Copies of each version are attached hereto.

ITEM 4: **Summary of Material Changes**

TomaGold announces the first closing of a convertible secured debenture (the “**Debenture**”) in the amount of \$300,000 of a total of \$2,000,000 (the “**Offering**”). The Debenture will bear interest at an annual rate of 10% and will have a maturity date of 24 months from the date of issue. TomaGold also announces the granting to directors, officers and consultants an aggregate of 2,900,000 stock options to acquire the same number of common shares of the Corporation at \$0.15 per share for a period of 5 years.

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

TomaGold announces the first closing of a convertible secured debenture in the amount of \$300,000 of a total of \$2,000,000. The Debenture will bear interest at an annual rate of 10% and will have a maturity date of 24 months from the date of issue.

The debenture holder, during the 24 months from the date of closing, has the right, at its sole discretion, to convert the outstanding principal balance and accrued and unpaid interests into that number of Conversion Units determined by dividing the amount being converted by \$0.15, provided that the Corporation has the right to require the conversion, in part or in full, of the outstanding principal amount and the accrued and unpaid interests under the Debenture if the closing price of the Class A shares of the capital stock of the Corporation (“**Common Share**”) on the TSX Venture Exchange is equal to or exceeds \$0.22.

Each Conversion Unit, at a price of \$0.15 each, will consist of (i) one Common Share; and (ii) one half (1/2) Warrant (“**Conversion Unit**”). Each whole Warrant will entitle the holder thereof to acquire one (1) Common Share of the Corporation at a price of \$0.20 each for a 24-month period from the date of issue of the Debenture, provided that the Corporation has the right to require the exercise of the Warrants in part or in full if the closing price of the Common shares on the TSX Venture Exchange is equal to or exceeds \$0.22. In such case, the holder will have 10 calendar days from the

receipt of a written notice of the Corporation to exercise the Warrants and if not exercised during such period, the maturity date of the Warrant shall accelerate to the 10th day following such notice.

The Corporation will grant a movable hypothec on all of its present and future moveable assets to the debenture holder. Other movable hypothecs will rank “pari passu” to such movable hypothec for an additional amount of up to \$1,000,000.

The convertible secured debenture is subject to regulatory approval. The Debenture, Warrants, Units and underlying Common Shares issued will be subject to a mandatory 4 months and 1 day holding period.

Stock options

The Corporation has also granted to directors, officers and consultants an aggregate of 2,900,000 stock options to acquire the same number of common shares of the Corporation at \$0.15 per share for a period of 5 years.

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 Mr. David Grondin, President and CEO, at (514) 583-3490

ITEM 9: **Date of Report**

August 26, 2016.



TSXV: LOT

PRESS RELEASE

TOMAGOLD ANNOUNCES FIRST CLOSING OF CONVERTIBLE DEBENTURE FINANCING AND STOCK OPTIONS

CORRECTION AT THE SOURCE:

Montreal, Quebec, August 25, 2016 - TomaGold Corporation (TSXV: LOT) ("TomaGold" or the "Corporation") is pleased to announce the first closing of a convertible secured debenture (the "Debenture") in the amount of \$300,000 of a total of \$2,000,000 (the "Offering"). The Debenture will bear interest at an annual rate of 10% and will have a maturity date of 24 months from the date of issue.

The debenture holder, during the 24 months from the date of closing, has the right, at its sole discretion, to convert the outstanding principal balance and accrued and unpaid interests into that number of Conversion Units determined by dividing the amount being converted by \$0.15, provided that the Corporation has the right to require the conversion, in part or in full, of the outstanding principal amount and the accrued and unpaid interests under the Debenture if the closing price of the Class A shares of the capital stock of the Corporation ("Common Share") on the TSX Venture Exchange is equal to or exceeds \$0.22.

Each Conversion Unit, at a price of \$0.15 each, will consist of (i) one Common Share; and (ii) one half (1/2) Warrant ("Conversion Unit"). The definitive terms of the warrants are the following. Each whole Warrant will entitle the holder thereof to acquire one (1) Common Share of the Corporation at a price of \$0.20 each for a 24-month period from the date of issue of the Debenture.

The Corporation will grant a movable hypothec on all of its present and future moveable assets to the debenture holder. Other movable hypothecs will rank "pari passu" to such movable hypothec for an additional amount of up to \$1,000,000.

The convertible secured debenture is subject to regulatory approval. The Debenture, Warrants, Units and underlying Common Shares issued will be subject to a mandatory 4 months and 1 day holding period.

Stock options

The Corporation has also granted to directors, officers and consultants an aggregate of 2,900,000 stock options to acquire the same number of common shares of the Corporation at \$0.15 per share for a period of 5 years.

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.

Contact:

David Grondin
President and Chief Executive Officer
(514) 583-3490
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. The statements in this news release that are not historical facts are "forward-looking statements". Readers are cautioned that any such statements are not guarantees of future performance, and that actual developments or results may vary materially from those described in such "forward-looking" statements.



TSXV: LOT

COMMUNIQUÉ DE PRESSE

TOMAGOLD ANNONCE UNE PREMIÈRE CLÔTURE D'UN FINANCEMENT DE DÉBENTURES CONVERTIBLES ET UN OCTROI D'OPTIONS

CORRECTION À LA SOURCE :

Montréal (Québec), le 25 août 2016 – Corporation TomaGold (TSXV: LOT) (« TomaGold » ou la « Société ») est heureuse d'annoncer la première clôture d'un financement par l'entremise d'une débenture convertible garantie (la « débenture ») pour un montant de 300 000 \$ sur un total de 2 000 000 \$. La débenture portera intérêt à un taux annuel de 10% et aura une date d'échéance de 24 mois suivant la date d'émission.

Au cours de la période de 24 mois suivant la date de clôture, le détenteur de la débenture a le droit, à sa seule discrétion, de convertir le solde en capital impayé et les intérêts courus et impayés en un nombre d'unités de conversion déterminé en divisant le montant faisant l'objet de la conversion par 0,15 \$, pourvu que la Société ait le droit d'exiger la conversion, en partie ou en totalité, du montant du capital impayé et des intérêts courus et impayés en vertu de la débenture si le cours de fermeture des actions de catégorie A du capital social de la Société (les « actions ordinaires ») sur la Bourse de croissance TSX est équivalent ou supérieur à 0,22 \$.

Chaque unité de conversion, au prix de 0,15 \$ chacune, comportera (i) une action ordinaire; et (ii) un demi (1/2) bon de souscription (l'« unité de conversion »). Les termes définitifs des bons de souscription sont les suivants. Chaque bon de souscription entier permettra au détenteur de souscrire une (1) action ordinaire de la Société à un prix de 0,20 \$ pour une période de 24 mois suivant la date de l'émission de la débenture.

La Société consentira une hypothèque mobilière sur tous les éléments d'actif mobiliers actuels et futurs au détenteur de la débenture. D'autres hypothèques mobilières auront le même rang que cette hypothèque mobilière pour un montant additionnel d'un maximum de 1 000 000 \$.

La débenture convertible garantie est sujette à l'approbation des autorités réglementaires. La débenture, les bons de souscription, les unités et les actions ordinaires sous-jacentes seront assujettis à une période de restriction relative à la revente de quatre (4) mois et un (1) jour.

Options d'achat d'actions

Enfin, la Société annonce l'attribution aux administrateurs, dirigeants et consultants d'un total de 2 900 000 d'options d'achat d'actions permettant l'acquisition d'un nombre identique d'actions ordinaires de la Société à un prix de 0,15 \$ par action sur une période de 5 ans.

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.

Contact:

David Grondin
Président et chef de la direction
(514) 583-3490
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. Les déclarations effectuées dans ce communiqué de presse qui ne constituent pas des faits historiques sont de nature prospective et le lecteur est avisé que telles déclarations ne constituent pas des garanties de résultats futurs, et que les événements ou résultats réels pourront varier matériellement de ceux énoncés dans ces déclarations prospectives.