

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

TomaGold Corporation (the “**Company**”)
410 rue St-Nicolas, suite 236
Montréal, Québec H2Y 2P5

Item 2 Date of Material Change

December 6, 2022

Item 3 News Release

News release with respect to the material change referred to in this report was disseminated on December 6, 2022 through a Canadian news wire and filed on the system for electronic document analysis and retrieval (SEDAR).

Item 4 Summary of Material Change

The Corporation completed its 1st tranche of a non-brokered private placement (the “**Private Placement**”) of flow-through Shares (the “**FT Shares**”) at \$0.055 per FT Share and units of the Corporation (each, a “**Unit**”) at \$0.05 per Unit.

Item 5 Full Description of Material Change

On December 6, 2022, the Corporation completed the 1st tranche of the Private Placement of FT Shares and Units. Each Unit consists of one common share of the Corporation (each, a “**Share**”) and one-half of one Share purchase warrant (each whole, a “**Warrant**”) which entitles the holder thereof to purchase one additional Share at an exercise price of \$0.075 for a period of 24 months from date of issuance, subject to acceleration.

For further details, please refer to the press release attached hereto as Schedule “A”.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Confidentiality is not requested.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

David Grondin
President and CEO

Item 9 Date of Report

December 16, 2022

TomaGold closes \$974,125 first tranche of private placement and grants options

MONTREAL, December 6, 2022 (GLOBE NEWSWIRE) – TomaGold Corporation (TSXV: LOT) (OTCQB: TOGOF) ("TomaGold" or the "Corporation") is pleased to announce that it has closed a first tranche of \$974,125 (the "**First Tranche**") of a non-brokered private placement of up to \$2,000,000 (the "**Private Placement**"). The Private Placement comprises (i) common shares in the capital of the Corporation issued on a "flow-through" basis at a price of \$0.055 (each, a "**FT Share**"), and (ii) units of the Corporation at a price of \$0.05 (each, a "**Unit**"). Under the First Tranche, the Corporation issued 15,420,455 FT Shares for gross proceeds of \$848,125, and 2,520,000 Units for gross proceeds of \$126,000.

Each Unit is comprised of one common share and one-half of one common share purchase warrant (each whole, a "**Warrant**"). Each whole Warrant entitles the holder thereof to purchase one common share of the Corporation at a price of \$0.075 for a period of 24 months from its issuance.

In connection with the First Tranche, the Corporation paid cash finder's fees of \$56,000 and issued 1,018,181 finder's warrants (each, a "**Finder's Warrant**") to an eligible finder. Each Finder's Warrant entitles the holder thereof to purchase one common share of the Corporation at a price of \$0.075 for a period of 24 months from its issuance. No insiders participated in the First Tranche.

All securities issued in connection with the Private Placement are subject to a statutory hold period of 4 months and a day from the closing of each tranche of the Private Placement in accordance with applicable securities laws. The Corporation will use the proceeds of the Private Placement for general exploration and working capital, and the proceeds raised from the sale of the FT Shares will be used for eligible flow-through expenditures. The Private Placement is subject to the final approval of the TSX Venture Exchange (the "**TSXV**").

Grant of Options

The Corporation also announces that it has granted an aggregate of 900,000 stock options under its stock option plan to certain consultants of the Corporation, entitling them to acquire the same number of common shares of the Corporation at a price of \$0.05 for a period of five years.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under

the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

About TomaGold

TomaGold Corporation (TSXV: LOT) (OTCQB: TOGOF) is a Canadian mineral exploration company engaged in the acquisition, assessment, exploration and development of gold, lithium and rare earth element projects. TomaGold holds interests in five gold properties near the Chibougamau mining camp in northern Quebec: Obalski, Monster Lake East, Monster Lake West, Hazeur and Doda Lake, as well as a 24.5% interest through a joint venture with Evolution Mining Ltd. and New Gold Inc. in the Baird property, located near the Red Lake mining camp in Ontario. In addition, it owns a 100% interest in a lithium property and in the Star Lake rare earth elements property, located in the James Bay region of Quebec.

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. Some of the statements contained in this press release are forward-looking statements within the meaning of applicable securities laws. Forward-looking statements can be identified by the use of words such as “expects”, “intends”, “is expected”, “potential”, “suggests” or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements are not historical facts and are subject to a number of risks and uncertainties beyond the Corporation’s control. Readers are cautioned that such statements are not guarantees of future performance and that actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this press release. Accordingly, readers should not place undue reliance on forward-looking statements. The Corporation undertakes no obligation to publicly update or revise any forward-looking statements, except as required by law.