

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1            Name and Address of Company**

Plato Gold Corp.  
Suite 300  
1300 Bay Street  
Toronto, Ontario  
M5R 3K8

**Item 2            Date of Material Change**

March 6, 2007

**Item 3            News Release**

The press release attached as Schedule A was released over Filing Services Canada on March 6, 2007.

**Item 4            Summary of Material Change**

The material change is described in the press release attached as Schedule A.

**Item 5            Full Description of Material Change**

The material change is described in the press release attached as Schedule A.

**Item 6            Reliance of subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

Anthony Cohen, President and CEO  
Plato Gold Corp.  
tel: 416-968-0608

**Item 9            Date of Report**

March 6, 2007

## Schedule A



For Immediate Release

### **Plato Gold Corp. Announces Completion of \$400,000 Private Placement with MineralFields Group to Continue Exploration of Nordeau Gold Project**

**Toronto, March 6, 2007**– Plato Gold Corp (TSX-V: **PGC**) is pleased to announce completion of a non-brokered private placement for gross proceeds of \$400,000 which was previously announced on February 12, 2007. The private placement consisted of the sale of 2,727,270 flow-through units at a price of \$0.11 per unit for gross proceeds of \$300,000, and 1,000,000 hard dollar units at a price of \$0.10 per unit for gross proceeds of \$100,000.

Each flow-through unit consists of one flow-through common share and one non-flow through common share purchase warrant. Each warrant entitles the holder to acquire one hard dollar common share for \$0.20 until February 19, 2008, and thereafter for \$0.30 until February 19, 2009, at which time the warrants expire.

Each hard dollar unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one hard dollar common share for \$0.15 until February 19, 2008, and thereafter for \$0.25 until February 19, 2009, at which time the warrants expire.

All securities issued in conjunction with the offering are subject to a four-month hold period, which expires on June 20, 2007. In conjunction with this financing, cash finder's fees totaling \$20,000 were paid, and compensation options were issued to acquire a total of 372,727 units exercisable at \$0.10 per unit until February 19, 2009. Each compensation unit entitles the holder to acquire one hard dollar common share for \$0.15 until February 19, 2008, and thereafter for \$0.25 until February 19, 2009. Proceeds of the financing will be used to fund further exploration on the Nordeau Gold Project, details of which are available at [www.sedar.com](http://www.sedar.com).

The units, aggregating 3,727,270 in total, were acquired by investors and limited partnerships administered by MineralFields Group. Plato Gold now has 41,436,289 shares issued and outstanding and 54,430,611 shares fully diluted.

#### ABOUT MINERALFIELDS GROUP

MineralFields Group (a division of Pathway Asset Management) is a Toronto-based mining fund with significant assets under administration that offers its tax-advantaged super flow-through limited partnerships to investors throughout Canada during most of the calendar year, as well as hard-dollar resource limited partnerships to investors throughout the world. Information about the MineralFields Group is available at [www.mineralfields.com](http://www.mineralfields.com).

For further information, please contact:

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Plato Gold Corp.  
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Toronto, Ontario  
M5R 3K8

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*Not for Distribution in the United States.*

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release.*

**Cautionary Statements**

*This news release contains "forward-looking statements", within the meaning of the United States Private Securities Litigation Reform Act of 1995 and similar Canadian legislation, concerning the business, operations and financial performance and condition of Plato. Forward-looking statements include, but are not limited to, statements with respect to the benefits of the offering and option transaction. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Plato to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: raising less than the required amount; not realizing on the anticipated benefits from the transaction or not realizing on such anticipated benefits within the expected time frame; risks related to exploration; actual resource viability, and other risks of the mining industry. Although management of Plato has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Plato does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.*