

**PLATO GOLD CORP.  
FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1      Name and Address of Company**

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

**Item 2      Date of Material Change**

May 25, 2006

**Item 3      News Release**

A press release was issued in Toronto, Ontario on May 25, 2006 and subsequently filed on SEDAR.

**Item 4      Summary of Material Change**

Plato Gold Corp. ("Plato") announces that it has signed a binding letter of intent with Globex Mining Enterprises Inc. ("Globex") to acquire a 100% interest in the Nordeau East and Nordeau West gold deposits and adjoining claims in Vauqueline Township, Quebec.

**Item 5      Full Description of Material Change**

Plato announces that it has signed a binding letter of intent with Globex to acquire a 100% interest in the Nordeau East and Nordeau West gold deposits and adjoining claims in Vauqueline Township, Quebec.

In order to earn their interest in the project Plato must issue Globex 1,000,000 Plato shares, pay \$500,000 by December 31, 2007, spend \$6,000,000 on the project by December 31, 2008 and complete a bankable feasibility study by December 31, 2009. Globex will retain a 2 percent Net Metal Royalty on all mineral production as well as a 10 percent Net Profit Interest after recoup by Plato of \$5,000,000 in direct capital costs.

The historical resource estimates for Nordeau which are not NI 43-101 compliant and was prepared by Vauquelin Mines Ltd. in 1990 are as follows:

	<b>Metric Tonnes</b>	<b>Gold Grade (g/t)</b>	<b>Gold Ounces</b>
<b>Nordeau West</b>			
Indicated Resource	126,800	6.16	25,115
Inferred Resource	242,600	6.35	49,534

**Nordeau East**

Indicated Resource	162,200	34,943
Inferred Resource	183,700	35,500

The historical resource estimate has not been verified by the company's Qualified Person and should not be relied upon. M. Bourgoin P.Geo. is the Qualified Person for the project for Plato.

**Cautionary Statements**

*This material change report 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 potential transaction, potential historical resource estimates, impact to Plato's exploration business and the likelihood of Plato meeting the terms of the option. 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: 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.*

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

N/A

**Item 7 Omitted Information**

N/A

**Item 8 Executive Officer**

Greg K. W. Wong, Chief Financial Officer (416) 968-0608

**Item 9 Date of Report**

June 5, 2006

**PLATO GOLD CORP.**

By: \_\_\_\_\_ (signed)  
Name: Greg K. W. Wong  
Title: Chief Financial Officer