

This document corrects and replaces the press release that was sent today at 4PM ET. The error occurred in the 6th paragraph where it should have read 2,031,250 warrants.

[TomaGold Corp.](#) (TSX VENTURE: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

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 pre-exercise 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.

About TomaGold Corporation

[TomaGold Corp.](#) 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.

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 made 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 these "forward-looking" statements.

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