

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

Item 1 Name and Address of Company

Harte Gold Corp. 8 King Street East, Suite 1700, Toronto, Ontario M5C 1B5

Item 2 Date of Material Change

February 20, 2009

Item 3 News Releases

A News Release was disseminated via CCN Matthews on February 20, 2009.

Item 4 Summary of Material Change

Harte Gold Corp, subject to regulatory approval, granted an aggregate of 4,200,000 options to purchase common shares of the Company exercisable at a price of \$0.15 per share expiring February 17, 2014, to directors, officers and employees of the Company. The common shares issuable upon exercise of the options are subject to a four month hold period from the original date of grant.

Harte agreed, subject to regulatory approval, to reimburse three dissident shareholders for \$220,589.78 of expenses incurred by them in requisitioning, calling and holding the special meeting of shareholders of Harte held on January 30, 2009 (the "Special Meeting"), at which the former board of directors were replaced. Reimbursement will be by way of the issue of a total of 2,405,998 common shares of Harte at a deemed issue price of \$0.09 per share in equal proportions to the three shareholders which include 2 non arm's length parties, namely Michael Shunock and an associate of John Gable (both of whom are directors of Harte) and a third party who is at arm's length to Harte.

The Special Meeting was convened pursuant to section 105 of the *Business Corporations Act* (Ontario) which provides, in part, in subsection 105(6) that the Corporation shall reimburse the shareholders for the expenses reasonably incurred by them in requisitioning calling and holding the meeting. In addition, a resolution of the shareholders of the Corporation was passed at the special meeting held on January 30, 2009 authorizing the reimbursement of the undersigned for such meeting expenses.

Item 5 Full Description of Material Change

A copy of the News Release is attached to this report and can be found in its entirety by viewing www.sedar.com

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

Neil Steenberg, Secretary (416)941-9559.

Item 9 Date of Report

February 23, 2009

The foregoing accurately discloses the material change referred to herein.

HARTE GOLD CORP.

“Neil Steenberg”

Per: Neil Steenberg
Secretary

HARTE GOLD CORP.
GRANT OF OPTIONS AND ISSUE OF SHARES FOR DEBT

Toronto - February 20, 2009 - HARTE GOLD CORP. (TSX-V: HRT / FSE: H4O) announces that, subject to regulatory approval, has granted an aggregate of 4,200,000 options to purchase common shares of the Company exercisable at a price of \$0.15 per share expiring February 17, 2014, to directors, officers and employees of the Company. The common shares issuable upon exercise of the options are subject to a four month hold period from the original date of grant.

Harte also announces that it has agreed, subject to regulatory approval, to reimburse three dissident shareholders for \$220,589.78 of expenses incurred by them in requisitioning, calling and holding the special meeting of shareholders of Harte held on January 30, 2009 (the "Special Meeting"), at which the former board of directors was replaced. Reimbursement will be by way of the issue of a total of 2,405,998 common shares of Harte at a deemed issue price of \$0.09 per share in equal proportions to the three shareholders which include 2 non arm's length parties, namely Michael Shunock and an associate of John Gable (both of whom are directors of Harte) and a third party who is at arm's length to Harte.

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About Harte Gold Corp.

Harte Gold Corp. is a Canadian gold mining and development company with a corporate mission to become a gold producer in the heart of Canada's Abitibi Gold Belt. Currently, the Company holds a 100% interest in 35 claims of its Stoughton-Abitibi Property which now encompasses 80+ sq km (20,130 acres) of prime geology along the Destor-Porcupine Fault within the world renowned Abitibi Gold Belt. The Stoughton-Abitibi Property is located mid-way along the Destor-Porcupine Fault which extends 200 km east from Timmins, Ontario into the major gold camps of Quebec. In October 2007, the Company filed a geological report prepared in accordance with NI 43-101 on the Stoughton-Porcupine Property (Ontario side of the Stoughton-Abitibi Property). In addition, the Company continues to maintain its 49% interest in the Sugar Zone Property covering an area of 11,560 hectares located 70 km east of the world-famous Hemlo Gold Camp. The Sugar Zone Property holds a NI 43-101 gold resource of 953,600 tonnes grading 9.933 g/t Au.

For further information, please contact:

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Tel: 416-368-3949
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TSX Venture Exchange has not reviewed this news release and does not accept responsibility for the adequacy or accuracy of this release.