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

January 30, 2009

Item 3 News Releases

A News Release was disseminated via CCN Matthews on January 30, 2009.

Item 4 Summary of Material Change

Shareholders of the Company today voted overwhelmingly to elect a new, independent and experienced Board of Directors to work for the benefit of all shareholders. The new board of directors consists of Stephen Roman, Michael Shunock, John Gable, Douglas Scharf and George Flach.

Immediately following the special meeting, the Board appointed the officers of the Company to be, Stephen Roman as President, Rein Lehari as Chief Financial Officer, George Flach, P.Geo as Vice-President, Exploration and Neil Steenberg as Corporate Secretary.

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 4, 2009

The foregoing accurately discloses the material change referred to herein.

HARTE GOLD CORP.

"Neil Steenberg"

Per: Neil Steenberg Secretary



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HARTE GOLD SHAREHOLDERS VOTE OVERWHELMINGLY FOR NEW SHAREHOLDER-NOMINATED BOARD

Toronto - February 2, 2009 - HARTE GOLD CORP. (TSX-V: HRT / FSE: H4O) is pleased to announce the Shareholders of the Company voted overwhelmingly on January 30, 2009 to elect a new, independent and experienced Board of Directors to work for the benefit of all shareholders. The new board of directors consists of Stephen Roman, Michael Shunock, John Gable, Douglas Scharf and George Flach.

Immediately following the special meeting, the Board appointed the officers of the Company to be, Stephen Roman as President, Rein Lehari as Chief Financial Officer, George Flach, P.Geo as Vice-President, Exploration and Neil Steenberg as Corporate Secretary.

The Board intends to continue advancing the Company's projects and further updates will be released to shareholders on a regular basis.

Stephen G. Roman

Mr. Roman is an entrepreneur/financier who has been involved in the resource industry over the past 30 years and has successfully identified, financed, developed, and brought into commercial production a number of mining and oil and gas projects. His past experience includes acting as a director and senior officer of Denison Mines Limited (TSX), Lawson Mardon Group, and Zemex Corporation. He also worked to modernize Canada's Armed Forces in 1984/85 as policy adviser to the Minister of National Defence. In addition, Mr. Roman spearheaded the privatization of two major petrochemical companies in Central Europe and was appointed Chairman of Novácke Chemické Závody, a.s., in 2002.

In recent years, Mr. Roman's focus has been to finance and develop emerging junior, publicly-listed companies, which include: Gold Eagle Mines Ltd., Exall Energy Corporation (TSX), Polar Star Mining Corporation (TSX-V), Silvermet Inc. (TSX-V), Verena Minerals Corporation (TSX-V) and Global Uranium Corporation (a private Ontario corporation). Mr. Roman was recently Co-Chairman and Director of Gold Eagle Mines Ltd., which was acquired by Goldcorp Inc. for \$ 1.5 billion, the highest price ever paid by a major for a junior gold exploration company. He is currently, Executive Chairman of Exall Energy Corporation, Polar Star Mining Corporation and President & CEO of Verena Minerals Corporation, Silvermet Inc. and Global Uranium Corporation. Mr. Roman holds a Bachelor of Arts degree from the University of Guelph, Ontario in the field of Geology and Geography. He is a member of Canadian Institute of Mining, Metallurgy and Petroleum and a director of the Advisory Board of the College of Management and Economics at the University of Guelph.

Rein Lehari

Mr. Lehari was formerly a partner with PricewaterhouseCoopers and has been a consultant since 2003, specializing in the area of valuations, litigation, and transaction support. He is currently the chief financial officer of Silvermet Inc. (TSX-V) Mr. Lehari is a Chartered Accountant, a Chartered Business Valuator, and a former director of the Canadian Institute of Chartered Business Valuators and various not-for-profit organizations.



Neil J.F. Steenberg

A practising lawyer for more than 30 years, Mr. Steenberg has specialized in corporate finance, securities and mining law advising clients on structuring initial public offerings, private placements and other financings as well as mergers and acquisitions and mineral exploration and development agreements. Mr. Steenberg was formerly a Partner and chair of the national corporate finance and securities practice at a national law firm In addition he has 5 years management and operational experience working as in-house counsel and in senior management positions for a group of eight Canadian junior gold exploration and producing enterprises. Since November, 2003, Mr. Steenberg has operated a private business law and corporate finance boutique practice in downtown Toronto. Mr. Steenberg is a board member and chair of the corporate governance committee of Yukon Nevada Gold Corp. (TSX), Secretary and a director of Conquest Resources Limited (TSX-V) and Xtierra Inc. (TSX-V), and Secretary of Labrador Iron Mines Holdings Limited (TSX) and Coniagas Resources Limited (TSX-V).

Michael Shunock

Prior to his retirement Mr. Shunock had 50 years experience within the financial and investment dealer community. During that time he has participated and assisted in raising financing for many junior mineral exploration companies including Harte. Mr. Shunock is a significant investor in Harte and has been a member of Harte's board of directors and audit committee since April 2008.

John A. Gable

Mr. Gable has 50 years experience in the investment business during which time he has founded and managed his own investment dealer firm. Mr. Gable has previously been a member of the Toronto Exchange and the Montreal Exchange. He has also been a director and officer of several public companies including Duncan Park Holdings Corporation (TSX-V) (1999 to 2001) and Mount Wright Iron Mines Limited (1995 to 1996). Mr. Gable has been engaged full time as a private investor for more than 15 years with a focus on junior resource companies.

Douglas Scharf

Mr. Scharf has over 30 years of experience in international precious metal and base metal mining. He has been involved in a number of acquisitions, mergers, financings and development projects. As Chief Financial Officer of the Dome Mines Group, he was instrumental in the formation of Placer Dome Inc. Mr. Scharf was Vice President, Finance of Placer Dome Inc. and also a Director and Chief Financial Officer of Inmet Mining Corporation (TSX). He was also instrumental in the acquisition and financing of HudBay Minerals Inc. (TSX). He has served as a director and consultant to a number of other mining companies. Mr. Scharf is a Chartered Accountant and has a Bachelor of Arts in Economics from York University in Toronto.

George A. Flach

Mr. Flach is a Professional Geologist with 25 years experience in the exploration and mining industry. He has been instrumental in the discovery of a number of gold deposits and mines internationally. Mr. Flach is presently Vice President of Exploration for Verena Minerals Ltd. (TSX-V) and Global Uranium Corporation.



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:

Mr. Stephen G. Roman, President

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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.