

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

**Item 1 Name and Address of Company**

Red Crescent Resources Limited  
2 Bloor Street West  
Suite 1803  
Toronto, ON M4W 3E2

**Item 2 Date of Material Change**

June 26, 2012.

**Item 3 News Release**

A press release in the form of Schedule A attached hereto was disseminated through the facilities of Marketwire news service on June 26, 2012.

**Item 4 Summary of Material Change**

Red Crescent Resources Limited ("RCR") has announced that Link Investment & Consulting LLP ("Link") has agreed to invest CAD\$1.2 million in cash and convert USD\$1.8 million of debt into units at a price of CAD\$0.05 per unit. Each unit will consist of one common share and one share purchase warrant of RCR. Each warrant entitles the holder to acquire an additional common share at a price of CAD\$0.07 per share for a period of three years from the date of issuance.

Link presently owns 3,816,114 common shares of RCR representing approximately 4% of RCR's issued and outstanding shares and following closing will own approximately 41.4% of RCR's issued and outstanding shares. The cash proceeds from the private placement are planned to be used primarily to advance the cash generating capability of the Hakkari project and for general corporate purposes.

The private placement is subject to all regulatory approvals including the approval of the Toronto Stock Exchange.

In addition, Link as well as other creditors, may be issued up to 2 million additional units in satisfaction of certain indebtedness due to them amounting to approximately \$100,000.

**Item 5 Full Description of Material Change**

See Schedule A attached.

**Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not Applicable.

**Item 7 Omitted Information**

Not Applicable.

**Item 8 Executive Officer**

For further information please contact Alan Clegg at telephone +90 530 662 8964 or via email at [aclegg@rcrholding.com.tr](mailto:aclegg@rcrholding.com.tr).

**Item 9 Date of Report**

This report is dated the 26<sup>th</sup> day of June, 2012.

## Schedule A



June 26, 2012 07:30 ET

### **RED CRESCENT RESOURCES ANNOUNCES A PRIVATE PLACEMENT WITH LINK INVESTMENT & CONSULTING LLP**

**Toronto, Ontario – June 26, 2012** – Red Crescent Resources Limited (“RCR”) (TSX: RCB; Frankfurt: 7RC), a mineral exploration and development company focused on base metals in Turkey, announced today that Link Investment & Consulting LLP (“Link”) has agreed to invest CAD\$1.2 million in cash and convert USD\$1.8 million of debt into units at a price of CAD\$0.05 per unit. Each unit will consist of one common share and one share purchase warrant of RCR. Each warrant entitles the holder to acquire an additional common share at a price of CAD\$0.07 per share for a period of three years from the date of issuance.

Link presently owns 3,816,114 common shares of RCR representing approximately 4% of RCR’s issued and outstanding shares and following closing will own approximately 41.4% of RCR’s issued and outstanding shares. The cash proceeds from the private placement are planned to be used primarily to advance the cash generating capability of the Hakkari project and for general corporate purposes.

The private placement is subject to all regulatory approvals including the approval of the Toronto Stock Exchange.

In addition, Link as well as other creditors, may be issued up to 2 million additional units in satisfaction of certain indebtedness due to them amounting to approximately \$100,000.

#### **About Red Crescent Resources**

Red Crescent Resources (TSX:RCB; Frankfurt:7RC) is a Turkey-based junior mining company targeting historically inaccessible areas where generally no modern application of exploration techniques, mineralogical and metallurgical assessment or technology has been applied, with potentially significant base metal deposits under development. For more information, please visit: [www.redcrescentresources.com](http://www.redcrescentresources.com)

#### **About Link Investment and Consulting LLP**

Link is a company maintaining its corporate offices in London, United Kingdom and specializes in the trading, investment and marketing of non-ferrous ores and concentrates on a worldwide basis. The key personnel of Link have extensive experience in their fields, maintaining a strong global network of contacts with investors, producers, consumers and international merchants, as well as a strong history of working in Turkey.

Link has an exclusive marketing agreement with RCR for the sale of production from the three existing properties under development in Turkey. A partner in Link is a director of the Company.

**Forward-looking statements**

*This statements made in this press release may contain "forward-looking statements" that may involve a number of risks and uncertainties. Actual events or results could differ materially from the Company's expectations and projections.*

For additional information, please contact:

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