

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

BALMORAL RESOURCES LTD. (the "Issuer")  
2300-1177 West Hastings Street  
Vancouver, BC V6E 2K3

**Item 2. Date of Material Change**

October 15, 2012

**Item 3. News Release**

The date of the news release issued pursuant to section 7.1 of National Instrument 51-102 with respect to the material change disclosed in this report is October 15, 2012. The news release was issued in Vancouver, British Columbia through Marketwire and filed with TSX Venture Exchange, British Columbia and Alberta Securities Commissions via SEDAR.

**Item 4. Summary of Material Change**

Balmoral Resources today reported a number of additional high grade gold intercepts from seven holes completed in the ME-16/23 area of the Company's Martiniere Property during the summer drill program.

**Item 5. Full Description of Material Change**

See News Release dated October 15, 2012.

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

Not applicable.

**Item 7. Omitted Information**

No information has been omitted on the basis that it is confidential.

**Item 8. Executive Officer**

The following Executive officer of the Issuer is knowledgeable about the material change disclosed in this report. Darin Wagner, President & CEO; Business Telephone No.: (604) 638-3664.

**Item 9. Date of Report**

October 15, 2012