

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

TRUE GRIT RESOURCES LTD.

615 – 800 West Pender Street
Vancouver, BC V6C 2V6
Telephone No. (604) 681-6766

Item 2 Date of Material Change

State the date of the material change.

July 30, 2015

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51–102.

The News Release was disseminated on July 30, 2015 by Stockwatch.

Item 4 Summary of Material Change

July 30th, 2015 – Vancouver, BC – True Grit Resources Ltd. (NEX-TGI.H) (“**True Grit**” or the “**Company**”) announces that the filing of the company’s annual financial statements, management's discussion and analysis, the related officer certifications, and the annual information form for the financial year ended March 31, 2015, will be delayed to provide time to complete the audit and will be filed within the next sixty (60) days. The company continues to work with the auditor to complete the audit of the annual financial statements.

Item 5 Full Description of Material Change

July 30th, 2015 – Vancouver, BC – True Grit Resources Ltd. (NEX-TGI.H) (“**True Grit**” or the “**Company**”) announces that the filing of the company’s annual financial statements, management's discussion and analysis, the related officer certifications, and the annual information form for the financial year ended March 31, 2015, will be delayed to provide time to complete the audit and will be filed within the next sixty (60) days. The company continues to work with the auditor to complete the audit of the annual financial statements.

The company has been late in the preparation of the annual filings for financial reasons as well as the renegotiations of their Nevada assets. The company is in the process of completing

negotiations and financing announced May 21, 2015. This will allow the company to have sufficient financial resources to complete the audit. The company anticipates being able to file the annual filings on or before October 31, 2015.

As a result of the delay, the company has voluntarily requested that the securities commissions in British Columbia and Alberta issue a temporary order that prohibits certain current officers of True Grit from trading in securities of the company for so long as the annual filings are not filed. The issuance of such management cease trade order generally does not affect the ability of persons who have not been directors, officers or insiders of the issuer to trade in their securities. The company intends to comply with the provisions of the alternative information guidelines as set out in National Policy 12-203 (Cease Trade Order for continuous disclosure defaults) for as long as it remains in default.

We seek Safe Harbor.

Item 6 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

No information has been intentionally omitted from this form.

Item 7 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Doug Fulcher
TRUE GRIT RESOURCES LTD.
615 – 800 West Pender Street
Vancouver, BC V6C 2V6
Telephone: (604) 681-6766
Fax: (604) 684-0279

Item 9 Date of Report

DATED at Vancouver, British Columbia, this 30th day of July 2015.