FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS

T.M.T. Resources Inc. (the "Company")
1620 – 609 Granville Street
Vancouver, BC V7Y 1C3

ITEM 2 DATE OF MATERIAL CHANGE

November 30, 2011

ITEM 3 NEWS RELEASE

The Company issued a press release through Canada Stockwatch and Market News on November 30, 2011.

ITEM 4 SUMMARY OF MATERIAL CHANGE:

Effective Wednesday, November 30, 2011 (the "Effective Date"), the Company completed the consolidation (the "Consolidation") of its common shares, on the basis of three and one-half (3.5) pre-Consolidation common shares for one (1) post-Consolidation common share.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

The Company has completed the Consolidation of its common shares on the basis of three and one-half (3.5) pre-Consolidation common shares for one (1) post-Consolidation common share. The Consolidation was approved by the Company's shareholders at its Annual General Meeting held on July 8, 2011.

Prior to the Effective Date, the Company had 9,655,021 common shares issued and outstanding. As at the Effective Date the Company has 17,758,578 common shares issued and outstanding. The Company will not change its name as part of the Consolidation, but will issue new share certificates under a new CUSIP number, which is 87259E203. The Company's common shares will continue to trade on the NEX Board of the TSX Venture Exchange under its current symbol "TMT.H".

The subscription receipts relating to the private placement that closed on October 27, 2011 have automatically converted into 15,000,000 post-Consolidation common shares and 15,000,000 share purchase warrants, and the $750,000 in subscription funds have been released from escrow. Each share purchase warrant will be exercisable for one additional post-Consolidation common share at a price of $0.10 per common share until November 30, 2012. The securities have a hold period expiring on February 28, 2012.

As a result of the conversion of the subscription receipts, The Emprise Special Opportunities Fund, Limited Partnership (the “Emprise LP”) has ownership and direction or control over 12,500,000 common shares of the Company, representing 70.4% of the issued and outstanding common shares of the Company (or 25,000,000 common shares and 82.6% of the Company’s then outstanding common shares of the Company, assuming exercise of the Emprise LP’s share purchase warrants).

The Company has also appointed Robert Chisholm to the position of Chief Financial Officer.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable. This report is not being filed on a confidential basis.

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICER

The following executive officer of the Company is knowledgeable about the material change and this report:

Mr. Scott Ackerman, President and Director – Telephone: 778-331-8505

ITEM 9 DATE OF REPORT

December 2, 2011