

BC FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER SUBSECTION 7.1(1) OF NATIONAL INSTRUMENT 51-102

tem 1 Name and Address of Company:

NORTHAVEN RESOURCES CORP.
2760 – 200 Granville Street, Vancouver, BC, V6C 1S4

tem 2 Date of Material Change: December 2, 2013

tem 3 News Release

News Release dated December 2, 2013 and disseminated under section 7.1 of National Instrument 51-102

tem 4 Summary of Material Change

The Issuer announces receipt of historical report on Regal Silver Mine.

tem 5 Full Description of Material Change

See attached News Release.

tem 6 Reliance on Section 7.1(2) OR (3) OF National Instrument 51-102

The Company is not relying on subsection 7.1(2) or (3) of National Instrument 51-102.

tem 7 Omitted Information

There is no omitted information.

tem 8 Senior Officers

Malcolm Fraser, President of the Company, is knowledgeable about the material change and this report. He can be contacted by telephone at 604 696-3608.

tem 9 Dated at Vancouver, British Columbia, December 2, 2013

"Allen D. Leschert"

Allen D. Leschert
Chief Executive Officer

NR#2013-3

NEWS RELEASE

NORTHAVEN HISTORICAL REPORT ON REGAL SILVER MINE

Monday, December 02, 2013 - Vancouver, BC - NORTHAVEN RESOURCES CORP. (TSX V "NTV") is pleased to announce that it has obtained an historical technical report (the "Report") dated 1971 containing a positive feasibility review and recommendation for production at that time on its Regal Silver polymetallic mine property 31 km north east of Revelstoke, B.C. accessed by a 10 kilometer mine service road off the Trans Canada Highway.

The Report, written by M. C. Robinson, P.Eng. and J.D. Guild in May 1971, contains a complete feasibility review of the Regal Silver Mine, including a reserve report, mine plan, processing recommendations and mill plans. The Report, which was prepared using a silver price of \$1.75 per troy ounce ("troz") makes a positive recommendation for production, including the establishment of a 500 ton per day concentrator with a 400 ton per day silver, lead and zinc circuit and a 100 ton per day tin, tungsten and copper circuit. Metallurgical recoveries, based upon an extensive metallurgical study conducted by Energy, Mines and Resources in Ottawa and 10 others, which were subsequently reviewed by Bacon Donaldson, Vancouver (1983), are 86% for silver, 90% for lead and 70% for zinc with 64% recovery of tungsten, with the majority of the silver reporting with the lead.

The Regal Silver Mine has had a long and varied history with small amounts of production up to 1953. The Mine is largely developed with over 22,000 feet (6,707 meters) of horizontal adits, cross-cuts and raises over ten levels in place which cover a vertical distance approximately 1,000 feet (305 meters) from the No 1 level at the 5,555 feet (1,693.6 meter) elevation down to the No. 10 level at 4,555 feet (1,388.7 meter) elevation. Very little work and no known production has taken place since completion of the Report in 1971.

Mineralization within the mine is comprised of galena, sphalerite, pyrite, tetrahedryite, cassiterite, stannite, scheelite and various silver minerals in a quartz-carbonate matrix deposited in fracture zones. These zones are expressed as a series of sub-parallel structurally controlled veins, striking northwesterly and dipping to the northeast at angles varying between 65° near surface, flattening to nearly 25° at 300 meters of depth, which vary in width from 1 foot to 30 feet (0.3 to 9.1 meters), with an average width of nearly 8 feet (2.44 meters).

The Report bases its analysis on the following reported mineralization:

Category*	Tons	Silver (troz)	Lead (%)	Zinc (%)	Tungsten (WO3) tons	Tungsten (WO3) %
"Probable Ore"	114,146	3.24	3.32	1.58	9,060	1.09
"Possible Ore"	323,911	3.15	3.26	1.61	9,700	1.02

** These reserve categories pre-date and are non-compliant with National Instrument 43-101 ("NI 43-101"). The Company has not independently verified the above results and considers them to be "Historical Estimates" under NI 43-101 and is not relying on them as current NI 43-101 compliant mineral resources or reserves.*

Mineralization classified in the Report as "Probable Ore" corresponds to "a Probable Mineral Reserve" and "Possible Ore" to an "Inferred Mineral Resource" under NI 43-101, based on calculations and costs at the time of the Report, but additional work by a



"Qualified Person" under NI 43-101 will be required to upgrade or verify the Historical Estimate to current NI 43-101 standards, including confirming current potential for economic recovery for any mineralization to be classified as a 'Reserve' by way of a feasibility study. This work will include additional mapping, assaying and drilling to verify quantity, grade and category of mineral resource, review and updating of all cost data to current levels, as well a review of the proposed mine plan, metallurgical processing recommendations in the Report and economic, pricing and other factors related to the recommendations in the Report. The Company is currently reviewing the Report with third party consultants to determine the costs and parameters for upgrading the Report to full NI 43-101 standards and plans to prepare an updated report for publication in due course.

The Report appears to have been prepared in a competent and diligent manner and Company considers it to be reliable, subject to verification and upgrading to current standards. The Company also considers the Report particularly relevant in that, after careful consideration, the Report authors found the project to be economically viable and recommended production at that time. Although the reported reserves will require re-verification, since the mine was never put in to production after the date of the Report, any resource that existed at that time is still in place. Also, although there has been a significant escalation in many costs since the date of the Report, metal prices have also significantly increased, likely even more than relevant costs. The Report based its calculations on a price of \$1.75 per troz for silver and \$0.145 per pound for lead and zinc. Recent prices have been 6- 10 times that amount (silver: \$22.57 per troz; lead: \$0.973 per lb.; zinc: \$0.86 per lb. - Kitco, Nov 4, 2013). In addition, there have been a number of significant improvements in access, infrastructure and availability of resources and materials in the Revelstoke area subsequent to the date of the Report, which should have a positive impact on overall economic viability.

The Report indicates there is also excellent potential for upgrading or improving mineral resources in and around the Mine.

Reserve blocks in the Report were calculated mainly by level assays extending, in most cases, a maximum of 25 feet (7.62 meters) above and below the assay level. Since mine level separations average approximately 100 feet (30.48 meters), over 50% of most of the mineralization within the vein structures has not been adequately sampled and has consequently been treated as "Possible Ore" and not "Probable Ore", even though it lies within the vein structure. Additional assay information developed by subsequent drilling should increase the sampling density and provide better definition to the confidence level of the Reserve calculations, which could significantly increase the amount or quality of identified mineral resources.

The Report notes that, although there are at least 5-6 veins identified in the mine area, only one ("No 5 vein") provided 95% of the reported reserve, with most of the other veins being excluded due to limited exploration or development. None of the veins reported in the Mine have been drilled to depth and all remain open in both strike directions.

Geological mapping executed to date (2013), including the mapping on the veins in the Mine, has been very limited. The Report also notes that are at least 14 other veins exposed at surface for distances of up to 2,400 feet (731.7 meters) which have not yet been fully mapped and have received only limited exploration. All 20+ veins are open at both ends and to depth. The authors conclude that *"the presence of additional economic mineral occurrences appears likely"*. There is currently insufficient exploration to define a mineral resource based on this information, and the quantity and possible grade of any such potential resource should be considered conceptual until delineated by subsequent mapping, sampling and drilling.

In addition to exploration targets in and immediately around the existing mine area, existing data from the mine and the surrounding region supports a geological model that offers a much larger exploration target.

The Regal Silver Mine lies at the southeastern end of an anomalous zone of mineralization identified as being over 2,500 meters long and approximately 300 meters wide. Approximately 6,500 meters northwest, on the same anomalous zone, the Allco Silver showing has been identified as being 300 meters wide and over 3,000 meters long. Prior limited production of hand-picked ore from the Allco Silver Workings yielded average grades of 1,230 g/t silver (35.87 troz/ton), 15% zinc and 40% lead (Minfile # 082N016). Data from the Company's previously reported ZTEM geophysical program shows a strong geophysical anomalous zone that corresponds closely to the geology and extends over 6 kilometers in length, connecting both projects. As a conceptual model, if both projects are part of a continuous mineralizing structure with average width of 300 meters and approximate length of 6 kilometers, this structure may contain an exploration target of 3.1-76+ million tons of mineralization (assuming identification of 4-20 veins averaging 1-3 meters each and average depth of 400 meters and 10% mineralization), which could in turn contain grades ranging from 1.5 troy ounces (troz) of silver (Ag) per metric tonne, 1.5% lead (Pb) and 1.0% zinc (Zn) to 3.0 troz Ag per metric tonne, 3.5% Pb and 2.0% Zn, plus quantities of recoverable tin and tungsten.



The Company plans to test this model, subject to financing, by further mapping, sampling and drilling starting with extensions of known zones of mineralization at the Regal Silver Mine and at the Allco Silver Workings and expanding further through the target zone between the projects.

"We are very excited by this Report," said Malcolm Fraser, Chief Geologist for Northaven. "Not only does it strengthen our confidence in the Regal Silver Mine, it also provides support for a geological model with a very large exploration target adjacent to the Mine, which, if confirmed, could make this into a very large project."

The Company plans to advance the Regal Silver toward possible production and testing the target in the coming year, subject to funding.

This news release has been reviewed with respect to technical information by Phil Southam, P. Geo., an independent Qualified Person under National Instrument 43-101.

On behalf of the Board of Directors of
NORTHAVEN RESOURCES CORP.

"Allen D. Leschert"

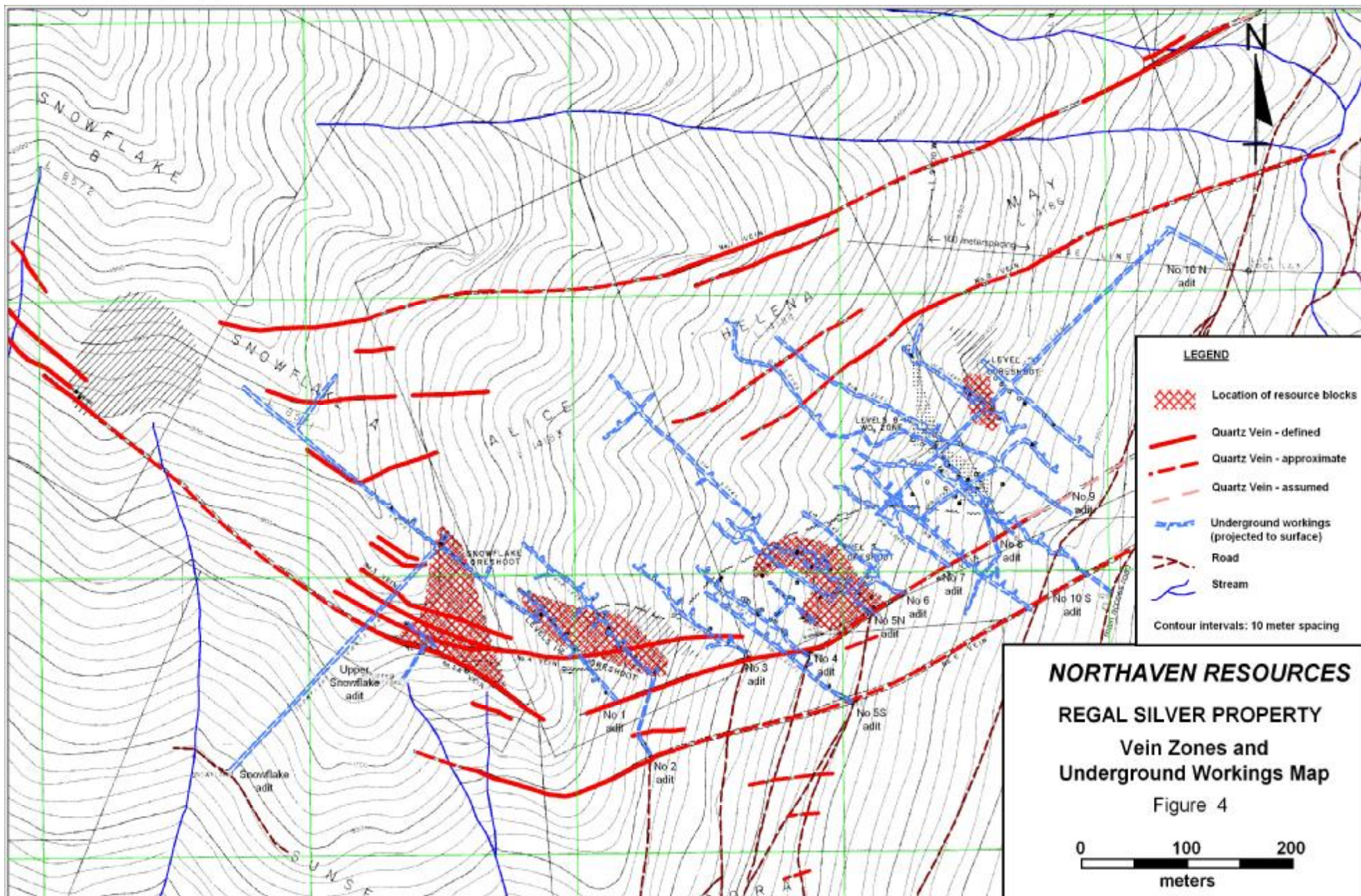
Allen D. Leschert, CEO

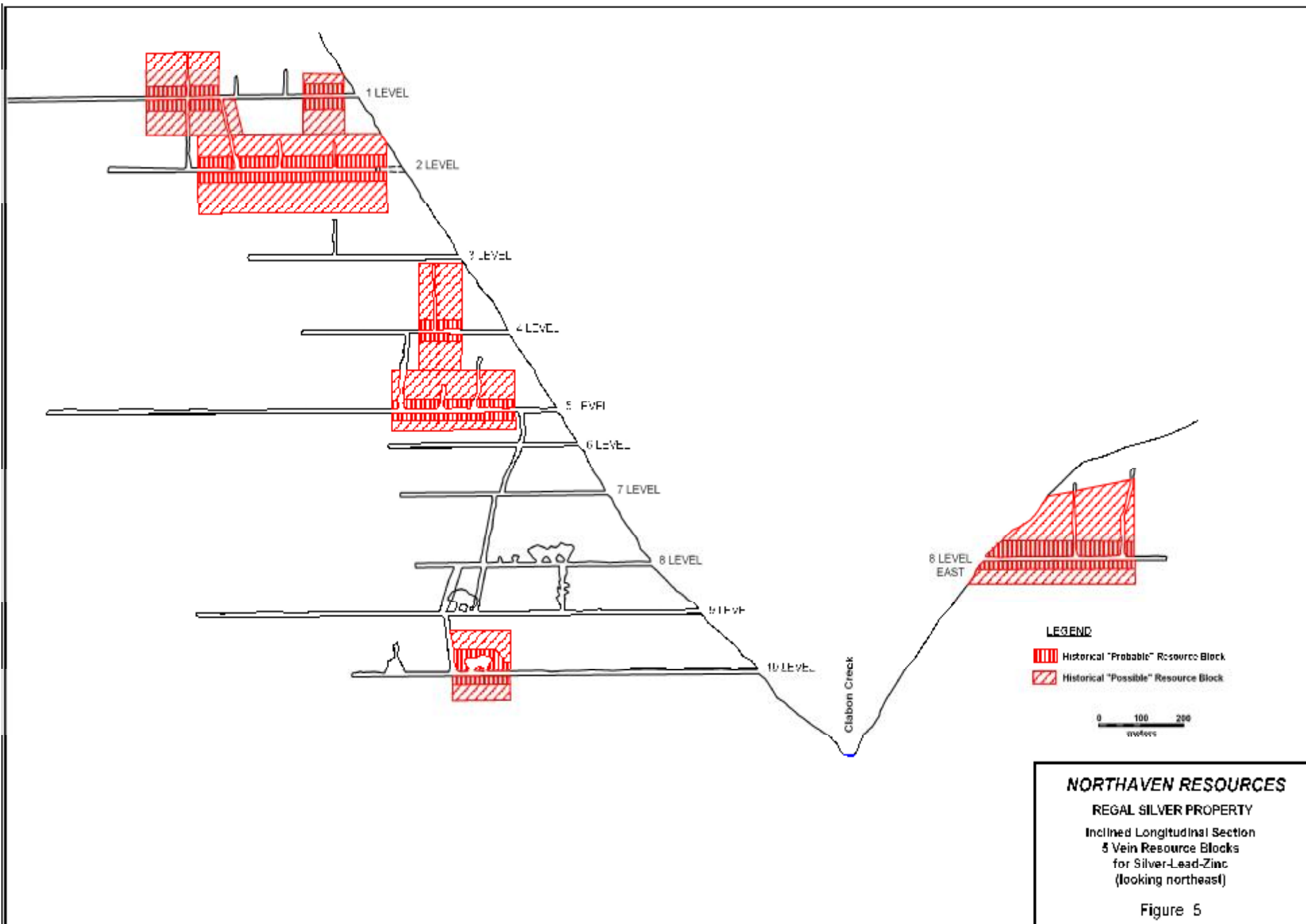
All other technical data herein is based on information contained in technical reports or summaries prepared by independent third parties which has not been independently verified by the Company, and which remains subject to confirmation by subsequent evaluation. Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release. This news release may contain assumptions, estimates, and other forward-looking statements regarding future events. Such forward-looking statements involve inherent risks and uncertainties and are subject to certain factors, many of which are beyond Northaven's control, which may cause actual results or performance to differ materially from those currently anticipated in such statements.

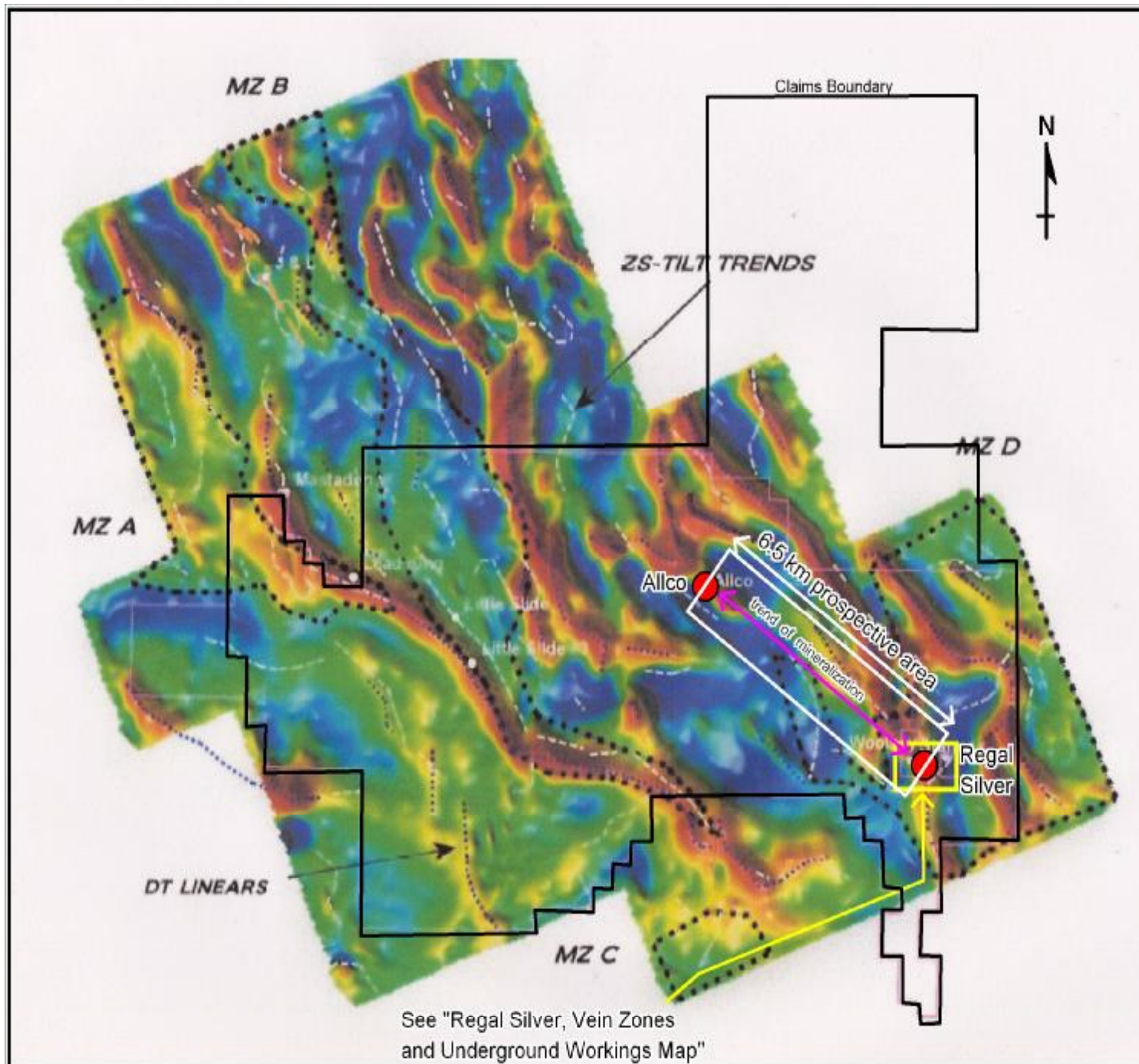
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LEGEND



increasing magnetic response



increasing resistivity



NORTHAVEN RESOURCES
ALLCO - REGAL SILVER PROPERTY

ZTEM Linears
Showing Mineralized
Property Locations

Figure 3