# FORM 51-102F3

# MATERIAL CHANGE REPORT
# UNDER SECTION 7.1 of NI 51-102

Item 1. Name and Address of Company

**Dentonia Resources Ltd.**
**615 - 700 West Pender Street**
**Vancouver, B.C**
**V6C 1G8**

Item 2. Date of Material Change

**February 15, 2012**

Item 3. News Release

**The news release was released, via Sedar, on February 29 2012 to the TSX Venture Exchange, on which the Issuer's shares are listed, and through various other approved public media.**

**Copy of the Press Release is attached as Schedule "A".**

Item 4. Summary of Material Change

**Dentonia receives final TSXV approval on its Shares for Debt arrangement.**

Item 5.1 Full Description of Material Change

**See Schedule "A" attached.**

Item 5.2 Disclosure for Restructuring Transactions

**Not Applicable.**

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

**Name: James Jacuta**
**Telephone: 604-682-1141**

Item 9. Date of Report

**February 29, 2012**

# SCHEDULE "A"

## N e w s  R e l e a s e

February 29, 2012 TSX-V Symbol: DTA

# Dentonia Receives Final Approval for Shares for Debt Arrangement and Issues Certificates

**Dentonia Resources Ltd.** ("Dentonia" or "the Company") wishes to announce that on February 13, 2012 it received final TSXV approval for the Shares for Debt arrangement announced December 6, 2011 and revised December 9, 2011.

On February 15, 2012, the Company issued 949,668 common shares at a deemed price of $0.05 per share to settle accounts totalling $47,483.42.

**Dentonia** is a Canadian mineral exploration and development company with a portfolio of diverse exploration projects consisting of diamond and tungsten prospects, located respectively, in the Northwest Territories and British Columbia, Canada.

For further information, please contact Jim Jacuta, President at (604) 682-1141.