

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

The full name of the Company and the address of its principal office in Canada is:

Goldcliff Resource Corporation
6976 Laburnum Street
Vancouver, B.C. V6P 5M9

Item 2 Date of Material Change

The date of the material change is December 30, 2005.

Item 3 News Release

The date of issuance of the news releases was December 30, 2005.

The news release was disseminated via SEDAR to the securities commissions in British Columbia and Alberta, to the TSX Venture Exchange and e-mail to Vancouver Stockwatch and Market News.

Item 4 Summary of Material Change

The Company has closed a non-brokered private placement transaction for a total of 1,080,000 flow-through shares.

Item 5 Full Description of Material Change

The Company has closed a non-brokered private placement announced on December 16, 2005, for a total of 1,080,000 flow-through shares (the "FT Shares") at a price of \$0.25 per share to net the treasury of up to \$270,000.

The total places are 16. Insiders are Leonard W. Saleken (100,000 shares), Paul Saxton (40,000 shares) and Edwin Rockel (60,000 shares). The pro group is Chris Stewart (100,000 shares). A finder's fee of \$2,000 is payable to Blackmont Capital Inc.

The securities offered hereby will be subject to a four-month hold period from the closing date (May 01, 2006) in accordance with applicable securities laws.

The proceeds will be used for exploration on Goldcliff's Panorama Ridge gold property located in the Hedley Gold Basin, British Columbia, Canada.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No information has been omitted in this report.

Item 8 Executive Officer

The name and business telephone number of an executive officer of the 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 is as follows:

Name: Leonard W. Saleken, President
Bus. Tel: (604) 261-7477

Item 9 Date of Report

Dated at Vancouver, British Columbia, this 10th day of January, 2006.

“Leonard Saleken”

Leonard W. Saleken, President