BC FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

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

Goldcliff Resource Corporation
6976 Laburnum Street
Vancouver, BC V6P 5M9

2. Date of Material Change

The date of the material change is August 26, 2013

3. News Release:

The date and method(s) of dissemination of the News Release issued under section 7.1 of National Instrument 51-102 is/are as follows:

Date of Issuance: August 29, 2013

The news release was disseminated via SEDAR to the securities commissions in British Columbia and Alberta, to the Toronto Stock Exchange and via wire by CNW.

4. Summary of Material Change

Goldcliff Resource Corporation (the "Company") announces the closing of a non-brokered private placement.

5. Full Description of Material Change

The Company announces that, further to its news release dated August 14, 2013, the Company has closed a non-brokered private placement of 2,000,000 non flow-through Units priced at $0.05 per Unit and 1,000,000 flow-through Units priced at $0.05 per unit for aggregate gross proceeds of $150,000. Each non flow-through Unit is comprised of one share and one common share purchase warrant entitling the holder to purchase one additional share at a price of $0.05 for a period of 60 months from the date of closing. Each flow-through Unit is comprised of one flow-through common share and one half common share purchase warrant. Each whole warrant entitling the holder to purchase one additional common share at a price of $0.05 for a period of 60 months from the date of closing.

Company President and Director George Sanders was the sole subscriber to the Private Placement. Pursuant to the transaction Mr. Sanders acquired an aggregate of 3,000,000 common shares of the Company. Mr. Sanders previously held 5,000,000 common shares of the Company. Following closing, Mr. Sanders will beneficially own 8,000,000 common shares of Goldcliff, representing 8.38% of the then issued and outstanding share capital of the Company. Mr. Sanders also holds share purchase warrants and stock options entitling him to purchase an additional 6,000,000 common shares, for a total of 14,000,000 common shares, representing 13.80% of the outstanding common shares of the Company, on a diluted basis.

In accordance with securities legislation currently in effect, the Shares, the Warrants and the Warrant Shares will be subject to a "hold period" of four months plus one day from the date of issuance of the aforesaid securities.

The proceeds of the private placement will be used for general working capital.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

No significant facts remain confidential and no information has been omitted in this report.

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 an officer through whom such executive officer may be contacted is as follows:

Name:	George W. Sanders
Bus. Tel:	(250) 764-8879

9. **Date of Report**

Dated at Vancouver, B.C. this 29th day of April, 2013.

"Graham H. Scott"
Graham H. Scott, Corporate Secretary