**FORM 51-102F3**
***Material Change Report***

**Item 1.** **Name and Address of Company**

Eureka Resources Inc. (“Eureka” or the “Company”)
Suite 1100 – 1111 Melville Street
Vancouver, BC
V6E 3V6

**Item 2.** **Date of Material Change**

April 29, 2016

**Item 3.** **News Release**

The News Release dated April 29, 2016 was disseminated via Canadian News Wire

**Item 4.** **Summary of Material Change**

Eureka announced that it has closed the first tranche of its non-brokered private placement of units (the “Units”) at a price of $0.075 per Unit (the “Offering”) with each Unit consisting of one common share of the Company (a “Share”) and one common share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase an additional common share (a “Warrant Share”) at an exercise price of $0.125 per Warrant Share for a period of 24 months.

Nevada Sunrise placed 2,693,666 Units in the first tranche for gross proceeds of $202,025 in the first tranche.

**Item 5.1** **Full Description of Material Change**

Eureka announced that it has closed the first tranche of its non-brokered private placement of Units at $0.075 per Unit announced on March 7, 2016. Each Unit consisted of one common share and one Warrant, with each Warrant entitling the holder to purchase one common share at $0.125 for a period of 24 months.

Eureka placed 2,693,666 Units in the first tranche of the Offering for gross proceeds of $202,025. The Warrants issued in the first tranche of the Offering expire on April 29, 2018. In connection with closing the first tranche of the Offering, the Company paid finder’s fees of 7% cash totaling $12,285 and issued 163,800 finder’s warrants (a “Finder’s Warrant”) representing 7% of the Units placed by the finders. Each Finder’s Warrant entitled the holder to purchase a Unit at $0.075 per Unit until April 29, 2018.

All share purchase warrants issued under the Offering, including those issued as finder’s fees, will be subject to an acceleration clause which will cause the warrants, if unexercised, to expire on the date which is 30 days after the date that the volume weighted average trading price of the Company’s common shares on the TSX Venture Exchange exceeds $0.25 per share over a period of 10 consecutive trading days.

Securities issued in the first tranche are subject to a hold period until August 30, 2016, during which time the securities may not be traded. The securities described herein have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States unless registered under the Act or unless an exemption from registration is available.

Proceeds from the Offering will be used for exploration of the Company's mineral properties and for working capital.

The participation by each of Warren Stanyer, Brent Petterson, Kristian Whitehead and Christina Boddy (collectively the "Officers") in the first tranche of the Offering constitutes a related party transaction as each of the Officers was an insider of the Company at the time the transaction was agreed to. However, such related party transaction is exempt from the formal valuation and minority approval requirements of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") on the basis of the "Fair Market Value Not More Than 25% of Market Capitalization" exemptions contained in ss. 5.5(a) and 5.7(1)(a) of MI 61-101. In particular, at the time the transaction was agreed to, neither the fair market value of the Units to be acquired by each of the Officers nor the fair market value of the consideration paid by each of the Officers for such Units exceeded 25% of the Company's market capitalization.

**Item 5.2 Disclosure for Restructuring Transaction**

Not Applicable.

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

Not Applicable.

## Item 7. Omitted Information

Not Applicable.

## Item 8. Executive Officer

The following Executive Officer of the Company is available to answer questions regarding this report:

Christina Boddy, Corporate Secretary, 604-318-0390

## Item 9. Date of Report

May 13, 2016