

**FORM 51-102F3**

**MATERIAL CHANGE REPORT  
UNDER SUBSECTION 7.1 (1) OF NATIONAL INSTRUMENT 51-102**

**Item 1. Reporting Issuer**

Ultra Resources Corp. (the "Issuer")  
502 – 535 Thurlow Street  
Vancouver, BC V6E 3L2

**Item 2. Date of Material Change**

October 1, 2013

**Item 3. News Release**

News Release dated October 1, 2013 and disseminated to Canada Stockwatch, Market News, British Columbia Securities Commission and Alberta Securities Commission.

Place of Issuance: Vancouver, British Columbia.

**Item 4. Summary of Material Change**

The Issuer is not proceeding with its recently announced private placement financing of \$200,000.

**Item 5. Full Description of Material Change**

The Issuer is not proceeding with its recently announced private placement financing of \$200,000.

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

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

**Item 7. Omitted Information**

There is no omitted information.

**Item 8. Senior Officers**

Kirk Shaw, President: 604.683.3288

**Item 9.        Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at the City of Vancouver, in the Province of British Columbia, the 1<sup>st</sup> day of October, 2013.

*“Gwen Wegner”*

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Gwen Wegner, Assistant Corporate Secretary