FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Amerpro Resources Inc. (the "Company")
1601 – 700 West Pender Street
Vancouver, BC, V6C 1G8

Telephone: 604-618-3433

Item 2. Date of Material Change

News Release dated July 20, 2009

Item 3. News Release

News Release dated July 20, 2009 was disseminated via Marketwire and filed on SEDAR on July 20, 2009.

Item 4. Summary of Material Change

Amerpro Resources Inc. (the "Company") announces Lithium Property Acquisition

Item 5. Full Description of Material Change

The "Company" is pleased to announce that it has signed a Binding Letter Agreement to option, from GeoXplor Corp,(the " Optionor"), a private company, 100% of seventy mineral claims located in Esmeralda County, Nevada, USA. The property comprises 11,200 acres in the Big Smokey Valley which is adjacent to the Clayton Valley, location of the only Lithium brine operation in the United States, the Chemetall-Foote Silver Peak operation. The property was acquired due to the proximal location of a gravity low as defined by the US Geological Survey and its potential as a trap for lithium rich brines.

In order to acquire 100% ownership, the Company must, over a four year period, pay a total of $285,000 US to the Optionor, issue 1.25 Million common shares of the Company and spend a minimum of $1.2 M US in exploration costs. The Optionor retains a 2 % Net Smelter Return which may be purchased for $1 M US for each one percent.

The Option is subject to the execution of a Definitive Option Agreement within 30 days, TSX Venture Exchange approval and due diligence by the Company. A finders' fee is payable subject to regulatory approval.

Donald Gee, President said “This Lithium project is the first step towards moving the Company’s business towards being a resource issuer focused solely on the development of Lithium, which is in high demand globally.”

.**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 senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted:

Donald Gee, Director and CEO, telephone: 604-618-3433

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 20th day of July, 2009.