53-901.F Material Change Report
Under Section 85(1) of the Securities Act (British Columbia)

Form 27 Material Change Report
Under Section 118(1) of the Securities Act (Alberta)- Form 27

Item 1 Reporting Issuer

Teuton Resources Corp. (the "Company")
2130 Crescent Road
Victoria, BC V8S 2H3

Item 2 Date of Material Change

February 23, 2015

Item 3 Press Release/Publication/Fil

Issued February 23, 2015 through the facilities of Executive Business Services, Timely Disclosure Canada and the United States.

Item 4 Summary of Material Change

Share Consolidation of five for one receives TSX-V approval.

Item 5 Full Description of Material Change

See attached press release.

Item 6 Reliance on Confidentiality Provisions of the Securities Acts

This report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Senior Officer

Contact: Dino Cremonese, President
Telephone: (778) 430-5680

Item 9 Statement of Senior Officer/Director

The foregoing accurately discloses the material change referred to herein.

"Dino Cremonese"

D. Cremonese, President/Director

DATED at Victoria, BC, this 23rd day of February, 2015 in connection with the Company's February 23, 2015 press release.

TEUTON RESOURCES CORP.
2130 CrescentRoad
Victoria, BC V8S 2H3
Phone: (604) 682-3680 Fax: 682-3992
Toll Free: 1-800-879-2333
Website: www.teuton.com

NEWS RELEASE--- Consolidation of Shares Receives TSX-V Approval

February 23, 2015, Victoria, BC: **Teuton Resources Corp. ("Teuton") ("TUO"-TSX-V) ("TFE"-Frankfurt) ("TEUTF"—OTCBB)** announces that effective February 23, 2015 at market open, the Company will consolidate its common shares on the basis of one (1) new post-consolidation common share for every five (5) pre-consolidation common shares. The Company's common shares will begin trading on a post consolidated basis on the TSX Venture Exchange on February 23, 2015.

As a result of the consolidation, the Company's currently outstanding 70,044,411 common shares will be reduced to approximately 14,008,882 common shares. No fractional shares will be issued. Any fractions of a share will be rounded to the nearest whole number of common shares. The Company's name and trading symbol will remain unchanged. The consolidation was approved by the directors of the Company on February 6, 2015 and accepted by the TSX Venture Exchange on February 20, 2015.

The Company's new CUSIP number is 88162H200 and the new ISIN number is CA88162H200.

Registered shareholders will be required to exchange their share certificates representing pre- consolidation common shares for new share certificates representing post-consolidation common shares. Registered shareholders will be sent a transmittal letter, as soon as practicable after the effective date of the consolidation. The letter of transmittal will contain instructions on how certificate(s) representing pre-consolidation shares may be surrendered to the Company's transfer agent, Computershare Trust Company of Canada. The transfer agent will forward to each registered shareholder who has provided the required documents a new share certificate representing the number of post-consolidation common shares to which the shareholder is entitled. Until surrendered, each share certificate representing pre-consolidation common shares of the Company will be deemed for all purposes to represent the number of whole post-consolidation common shares to which the holder is entitled as a result of the consolidation. Copies of the letter of transmittal may be obtained from the Company at 2130 Crescent Road, Victoria, BC, V8S 2H3 by mail, or by phoning 1-778-430-5680 or 1-604-682-3680.

It is the opinion of the Board of Directors of the Company that the consolidation will facilitate any new equity investment in the Company.

Respectfully:

"Dino Cremonese, P.Eng."

President,
Teuton Resources Corp.

If you would like to be added to Teuton's news distribution list, please send your email address to gary@teuton.com.