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")
202-2187 Oak Bay Avenue
Victoria, BC V8R 1G1

Item 2 Date of Material Change

May 29, 2015

Item 3 Press Release/Publication/Filing

Issued May 29, 2015 and distributed through the facilities of Canada Stockwatch and Market News.

Item 4 Summary of Material Change

Company agrees to complete private placement of up to $240,000.

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 4th day of June, 2015 in connection with the Company’s May 29, 2015 news release.

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

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

NEWS RELEASE--- PRIVATE PLACEMENT

May 29, 2015, Vancouver, BC: **Teuton Resources Corp. (“Teuton”) (“TUO”-TSX-V) ("TFE"-Frankfurt) (“TEUTF”—OTCBB)** has agreed to complete a private placement to raise proceeds of up to $240,000.

The private placement will be entered into comprising an offering of 4,000,000 units (each a “Unit) at a price of $0.06 per Unit, (the “Offering”). Each Unit will consist of one common share of Teuton and one common share-purchase warrant; each warrant will entitle the holder to purchase one additional common share of Teuton at a price of $0.07 for a period of three years after the closing of the Offering.

A finder’s fee, up to the maximum allowable under TSX Venture policy, may be payable in regard to the Offering. Insiders of the Company may be taking part in the Offering. All securities issued by the Offering will be subject to a hold period of four months plus one day.

Net Proceeds from the Offering will be used to fund amounts associated with the Treaty Creek litigation, exploration of the Company’s mineral properties in the Stewart area of northwestern British Columbia, accounts payable and general corporate purposes. The first moneys raised will go towards paying what is owed to American Creek Resources in regard to an award of costs made against the Company in regard to the Treaty Creek litigation.

The private placement is subject to the approval of the TSX Venture Exchange.

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 dino@teuton.com.

caution against placing undue reliance thereon. Teuton Resources Corp. does have an ongoing obligation to disclose material information, as it becomes available.