STROUD RESOURCES LTD.

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

   Stroud Resources Ltd.
   330 Bay Street, Suite 1502
   Toronto, Ontario
   M5H 2S8

2. Date of Material Change

   December 28 and 31, 2013

3. News Release

   Press releases, attached as Schedules A and B, were disseminated on December 30 and 31, 2013, respectively.

4. Summary of Material Change

   On December 28, 2013, George E. Coburn, the founder and President of Stroud Resources Ltd. ("Stroud") suddenly passed away. Mr. Stroud's death left vacancies in the offices of President, Chief Executive Officer and Secretary of Stroud and on the board of directors. On December 31, 2013 Stroud announced that Mr. Mirsad Jakubovic, Chief Financial Officer of Stroud, had been appointed as President, Chief Executive Officer and a director on an interim basis while the board conducts a search for qualified individuals to fill the vacancies created by Mr. Coburn's death.

5. Full Description of the Material Change

   See Schedules A and B attached hereto.

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

   Not applicable.

7. Omitted Information

   Not applicable.

8. Executive Officers

The following executive officer of Stroud Resources Ltd. may be contacted for additional information:

Mirsad Jakubovic
Chief Financial Officer
Stroud Resources Ltd.
330 Bay Street, Suite 1502
Toronto, Ontario
M5H 2S8

Tel: (416) 362-4126
Fax: (416) 362-4129

9. Date of Report

January 6, 2014

SCHEDULE A

STROUD ANNOUNCES SUDDEN DEATH OF CEO

Toronto, Canada, December 30, 2013 – The board of directors of Stroud Resources Ltd. (TSXV-SDR) ("Stroud") is deeply saddened to announce the sudden passing of its founder and Chief Executive Officer, George E. Coburn. Mr. Coburn founded Stroud in 1983 and led the company in the acquisition and exploration of its Hislop and Leckie gold properties in Ontario and Santo Domingo silver-gold project in Mexico, establishing a resource at Hislop and a significant mineral resource at Santo Domingo. The board and the company are indebted to Mr. Coburn for his leadership, dedicated service and significant contributions made to Stroud and its projects and regret that he will not be able to participate in the advancement of the company's projects that he was so instrumental in developing. The board's thoughts are with the Coburn family at this difficult time.

The board is considering candidates for appointments to the board and management of Stroud as a result of Mr. Coburn's death and expects to be in a position to announce these appointments shortly. The number of directors of Stroud has been reduced to two and, in accordance with securities regulatory requirements, the shares of the company have been halted pending the appointment of an additional director.

For additional information please contact:

Mr. Mirsad Jakubovic
Chief Financial Officer
Stroud Resources Ltd.
Tel: (416) 888-8731
mirsad@havanahouse.com

or visit: www.stroudresourcesltd.com

Stroud is an exploration company focused on the discovery and exploration of silver and gold deposits in Mexico and Ontario. Stroud owns a 100% interest in the Santo Domingo epithermal silver-gold project in central Mexico. In addition to the Santo Domingo project, Stroud's assets include 100% interests in the Hislop gold property, near Timmins, Ontario and the Leckie gold property, near North Bay, Ontario. Stroud also generates cash flow from a 3.75% interest in six natural gas and natural gas condensate wells in central Alberta.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

SCHEDULE B

STROUD ANNOUNCES INTERIM APPOINTMENTS

Toronto, Canada, December 31, 2013 – The board of directors of Stroud Resources Ltd. (TSXV-SDR) ("Stroud") has initiated a search for qualified persons to join the board and management of Stroud as a result of the death of George Coburn. A number of prospective candidates have already been identified and the company has initiated discussions with these persons. To provide the board with more time to properly conduct this search and permit the shares of Stroud to resume trading on the TSX Venture Exchange, subject to regulatory approval, Mirsad Jakubovic, Chief Financial Officer of Stroud, has been appointed on an interim basis as a director and as President and Chief Executive Officer of the Corporation. In addition to facilitating the executive search, these interim appointments will also permit the Corporation to continue to undertake its corporate activities. Subject to regulatory approval, Mr. Jakubovic is also being appointed as Secretary of the Corporation on a permanent basis, an office formerly held by Mr. Coburn.

For additional information please contact:

Mr. Mirsad Jakubovic
Chief Financial Officer
Stroud Resources Ltd.
Tel: (416) 888-8731
mirsad@havanahouse.com

or visit: www.stroudresourcesltd.com

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