51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Makena Resources Inc. (the “Issuer”)
PO Box 10112, Pacific Centre
#1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

Item 2 Date of Material Change

October 30, 2013, November 6, 2013, and November 8, 2013

Item 3 News Releases

The October 30, 2013 news release was disseminated through Executive Business Services Inc. on the North American circuit with at least 400,000 recipients with portals such as: Bloomberg, Globe Investor, Yahoo, and Market Wire. The November 6, 2013 and November 8, 2013 news releases were disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

On September 30, 2013, the Issuer announced that it had closed the first tranche of a non-brokered private placement consisting of 5,091,667 units at $0.12 per unit for gross proceeds of $611,000. On November 6, 2013, the Issuer announced that it was amending a non-brokered private placement to one million units at $0.145 per unit. On November 8, 2013, the Issuer announced that it had closed the second and final tranche of a non-brokered private placement consisting of 963,333 units at $0.12 per unit for gross proceeds of $115,600.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news releases.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Negar Adam, President (604) 646 6906

Item 9 Date of Report

November 8, 2013

Makena Resources Inc.
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

October 30, 2013

Trading Symbols:

MKN-TSX Venture

Makena Closes First Tranche of Private Placement

Makena Resources Inc. ("MKN", "Makena" or the "Company") (MKN-TSX Venture) has closed the first tranche of a non-brokered private placement consisting of 5,091,667 units at $0.12 per unit for gross proceeds of $611,000. Each unit consists of one common share and one transferable share purchase warrant exercisable at $0.18 per share for a period of five years. Finders' fees of $29,040 and 242,000 B warrants were paid in connection with the first tranche of this private placement. Each B warrant is non-transferable and exercisable into one common share at $0.18 for five years from closing. The units and the B warrants in this private placement will have a hold period that expires on February 25, 2014.

Makena will commence the closing process of the final tranche of this private placement by the end of this week. If you have any questions regarding this financing please call the Company directly.

Recently, Makena acquired three uranium claim blocks totalling 6,687 hectares (16,524 acres), which are all located in the Athabasca Basin. The west block directly borders the recent discovery at the Patterson Lake South Prospect ("PLS") of Alpha Minerals Inc.'s (AMW—TSX Venture) and Fission Energy Corp.'s (FCU—TSX Venture). The other two blocks are in the direct vicinity of the discovery (please refer to maps on the Company's website www.Makena resourcesinc.com. Management is anticipating the start of operations on this new project in the coming weeks.

Negar Adam, President of Makena stated, "We are pleased to close the first tranche of the placement and will commencing the process to close the final tranche at the end of this week. This will enable Makena to initiate the work program on the Patterson Uranium Claims that borders Alpha's and Fission's PLS discovery."

Contact Information
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"Negar Adam"
President, Director
Makena Resources Inc.

Neither the 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 press release.

Makena Resources Inc.
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

November 6, 2013

Trading Symbols:

MKN-TSX Venture

Makena amends Flow Through Private Placement to $0.145

Makena Resources Inc. ("MKN", "Makena" or the "Company") (MKN-TSX Venture) is amending a non-brokered private placement previously announced on October 23. The new terms of the placement will be up to one million units at $0.145 per unit for gross proceeds of $145,000. Each unit will consist of one common share and one transferable non flow through share purchase warrant exercisable at $0.20 per share for a period of five years, subject to approval of the TSX Venture Exchange ("TSX.V").

Proceeds of the flow through offering are expected to be used towards our existing properties, including the Athabasca Uranium Prospect "Patterson Claims". A finder's fee may be paid in accordance with TSX Venture Exchange policy.

MKN recently acquired the Patterson Uranium Prospect, which may be prospective for uranium consisting of three claim blocks totaling 6,687 hectares (16,524 acres), which are all located in the Athabasca Basin. The west block directly borders the recent discovery on the Patterson Lake South Property by Alpha Minerals Inc. (AMW-TSX.V) and Fission Energy Corp. (FCU-TSX.V). The other two blocks are in the direct vicinity of the discovery (please refer to maps on the Company's website www .makena resourcesinc.com)

Makena also holds a 50% interest the Clone property in Stewart, BC. To date, Makena has achieved significant drill results that returned grades of 12.80 m (42ft) of 44.75g/t (1.305oz/t)(12/22/09) gold values including 4.87m (16 ft) of 76.80g/t (2.240oz/t) and a 102 tonne bulk sample that returned grades 4 oz/t or 139.2 g/t gold (10/22/11) over the 102 individually tested tonne samples.

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"Negar Adam"
President, Director
Makena Resources Inc.

Makena Resources Inc.
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Vancouver, BC V7Y 1C6

November 8, 2013

Trading Symbols:

MKN-TSX Venture

Makena Closes Final Tranche of Private Placement

Makena Resources Inc. ("MKN", "Makena" or the "Company") (MKN-TSX Venture) has closed the second and final tranche of a non-brokered private placement consisting of 963,333units at $0.12 per unit for gross proceeds of $115,600.Each unit consists of one common share and one transferable share purchase warrant exercisable at $0.18 per share for a period of five years. Finders' fees of $4,960 and 41,333 B warrants were paid in connection with this tranche of the private placement. Each B warrant is non-transferable and exercisable into one common share at $0.18 for five years from closing.The units and the B warrants in this private placement will have a hold period that expires on March 6, 2014.

Recently, Makena acquired an option on three uranium claim blocks totalling 6,687 hectares (16,524 acres), which are all located in the Athabasca Basin. The west block directly borders the recent discovery at the Patterson Lake South Prospect ("PLS") of Alpha Minerals Inc.'s (AMW—TSX Venture) and Fission Energy Corp.'s (FCU—TSX Venture). The other two blocks are in the direct vicinity of the discovery. Management is anticipating starting operations on this new project in the coming weeks.

Negar Adam, President of Makena stated, "We are pleased to close the final tranche of this placement. We plan to close the flow through private placement next week. Additionally, the anticipated work program on the Patterson Claims is expected to commence this month. If you have any questions regarding the $0.145 flow through placement with a full five year warrant at $0.20 per share please feel free to call the Company."

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"Negar Adam"
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