

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Duncan Park Holdings Corporation
372 Bay Street, Suite 406
Toronto, Ontario M5H 2W9

Item 2 Date of Material Change

December 14, 2012

Item 3 News Release

A news release was issued on December 14, 2012 through Market Wire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Duncan Park Holdings Corporation (the "**Company**") announced that it had issued 500,000 of "flow-through" common shares ("**Shares**") at a price of \$0.05 per share, pursuant to its previously announced private placement (the "**Private Placement**") The Company also announced that it had entered into an unsecured term loan agreement to borrow \$25,000 (the "**Loan**"). Both transactions were carried out with insiders of the Company.

Item 5 Full Description of Material Change

The Company announced that it had issued 500,000 of "flow-through" Shares at a price of \$0.05 per share, pursuant to the Private Placement.

Proceeds from the \$25,000 Private Placement will be used for the Company's exploration program on its Red Lake properties. An insider of the Company subscribed for 100% of the Shares issued pursuant to the Private Placement, which are subject to a four month hold period.

The Company also announced that it had entered into an unsecured term loan agreement with another insider of the Company to borrow \$25,000. The Loan bears an interest rate of 5% per annum, calculated annually and is due and payable on or before March 15, 2014. Proceeds of the Loan will be used for working capital purposes and may be prepaid by the Company prior to its maturity date without penalty.

The Private Placement and Loan were approved by non-interested directors of the Company. A material change report in respect of the transactions could not be filed at least 21 days prior to closing as material information concerning the transactions was not then known by the Company.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Harold Doran, Chief Financial Officer, Tel: (416) 203-0860

Item 9 Date of Report

December 19, 2012

Cautionary Note Regarding Forward-Looking Information

This material change report contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to Duncan Park's financing and exploration plans. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes" or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved". Forward-looking information is based on the opinions and estimates of management at the date the information is made, and is based on a number of assumptions and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Duncan Park to be materially different from those expressed or implied by such forward-looking information, including risks related to financings and exploration plans, such as market conditions and obtaining requisite approvals, risks related to option and joint venture arrangements, as well as risks associated with the exploration, development and mining industry such as economic factors, future commodity prices, changes in foreign exchange and interest rates, government regulation, environmental risks, permitting timelines, capital expenditures, operating or technical difficulties in connection with exploration and development activities, availability of skilled labour and equipment, the speculative nature of gold exploration and development, contests over title to properties, and changes in project parameters as plans continue to be refined as well as those risk factors discussed in Duncan Park's management's discussion and analysis for the period ended August 31, 2012, available on www.sedar.com. Although Duncan Park has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Duncan Park does not undertake to update any forward-looking information contained herein, except in accordance with applicable securities laws.