

51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Valterra Resource Corporation (the "Company")
1100 – 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

July 10, 2012

Item 3 News Release

A news release was issued in Vancouver, British Columbia on July 9, 2012 and distributed through Marketwire.

Item 4 Summary of Material Change

The Company consolidated its issued and outstanding common shares on a 1 new share for 10 old shares basis.

Item 5 Full Description of Material Change

See attached news release.

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

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

The following officer of the Company is knowledgeable about the material change disclosed in this report: Lawrence Page, Chairman, Tel: (604) 684-9384.

Item 9 Date of Report

July 17, 2012



1100-1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5

"A Manex Resource Group Company"

July 9, 2012

VQA:TSX.V
3VA:Frankfurt
NR-07-12

Valterra Announces Share Consolidation

Valterra Resource Corporation ("Valterra") reports that, further to its news release of June 27, 2012, it has proceeded with a consolidation of its issued and outstanding common shares on a 1 new share for 10 old shares basis. Effective at the opening of the market on July 10, 2012, Valterra's shares will trade on a consolidated basis under the symbol "VQA" (with new CUSIP number 920366200). Letters of Transmittal will be forthcoming.

About Valterra Resource Corporation

Valterra is a Manex Resource Group company. The group provides expertise in exploration, administration, and corporate development services for Valterra's mineral properties located in British Columbia and Ontario. Valterra is focussed on early stage properties with the potential to host large deposits, in regions with excellent infrastructure. Over the last several years, Valterra has acquired and been exploring several key projects including "Star-Toughnut", "Swift Katie" and "Bobcaygeon" which are located near roads, rail, power, and resource communities in Canada.

On behalf of the Board of Directors,

"Lawrence Page, Q.C."

Lawrence Page, Q.C., Chairman and Director, Valterra Resource Corporation

For further information, please visit Valterra's website at valterraresource.com or contact Liana Shahinian at 1.888.456.1112 or 604.641.2773 or by email at liana@mnx ltd.com.

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