

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

December 30, 2013

Item 3 News Release

A news release was issued in Vancouver, British Columbia on January 2, 2014 and distributed through Marketwired.

Item 4 Summary of Material Change

The Company closed its flow-through private placement.

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, President, Tel: (604) 684-9384.

Item 9 Date of Report

January 2, 2014



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

"A Manex Resource Group Company"

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January 2, 2014

VQA:TSX.V
3VA:Frankfurt
NR-01-14

Valterra Closes Private Placement

Valterra Resource Corporation ("Valterra") has closed its recently announced flow-through private placement by issuing 1,000,000 flow-through shares at a price of \$0.05 per flow-through share for proceeds of \$50,000. All securities issued in this financing include a legend restricting trading of the securities until May 1, 2014. Finder's fees may be payable. The private placement is subject to TSX Venture Exchange acceptance.

Proceeds from the private placements will be used for exploration expenses incurred on the **Bobcaygeon Graphite Property** located in southern Ontario. Recent exploration has generated high-grade, high-purity, flake graphite drill targets from shallow trenching and ground geophysics. One prospective anomaly covers an 800m x 400m area; being co-incident with the Discovery Zone and remains open for expansion. A Phase I drill program totaling up to 2,500m is proposed for early 2014 to extend the Discovery Zone and test new targets.

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 focused 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 is exploring several key projects including "Swift Katie" and "Bobcaygeon" which are located near roads, rail, power, and resource communities in Canada.

Robert Macdonald, MSc., P.Geo., is the *Qualified Person* responsible for the preparation of the technical information presented in this release.

On behalf of the Board of Directors,

"Lawrence Page"

Lawrence Page, QC, President, Valterra Resource Corporation

For further information, please visit Valterra's website at valterraresource.com or contact us at 1.888.456.1112 or by email at info@mnxlimited.com.

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.

This news release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. These statements are based on a number of assumptions, including, but not limited to, assumptions regarding general economic conditions, interest rates, commodity markets, regulatory and governmental approvals for Valterra Resource Corporation's projects, and the availability of financing for Valterra Resource Corporation's development projects on reasonable terms. Factors that could cause actual results to differ materially from those in forward looking statements include market prices, exploitation and exploration successes, the timing and receipt of government and regulatory approvals, and continued availability of capital and financing and general economic, market or business conditions. Valterra Resource Corporation does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent required by applicable law.