

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Gold Reach Resources Ltd.  
#888 – 700 West Georgia Street, Vancouver, B.C. V7Y 1G5  
Telephone: 604-718-5454  
Fax: 604-646-2054

**Item 2: Date of Material Change**

July 13, 2010.

**Item 3: News Release**

The news release was disseminated on July 13, 2010 through Canada StockWatch and Market News and filed on SEDAR.

**Item 4: Summary of Material Change**

Gold Reach Resources Ltd. (**GRV: TSX-V**) (the "Company") announces that further to its stock option plan it has granted an aggregate of 105,000 stock options to various directors, officers, employees and consultants of the Company.

**Item 5: Full Description of Material Change**

Gold Reach Resources Ltd. (**GRV: TSX-V**) (the "Company") announces that further to its stock option plan it has granted an aggregate of 105,000 stock options to various directors, officers, employees and consultants of the Company. The options are exercisable to acquire common shares of the Company at a price of \$0.45 per share for a term of five years from the date of grant, subject to acceptance by the TSX Venture Exchange.

**Item 6: Reliance on subsection 71(2) of National Instrument 51-102**

N/A.

**Item 7: Omitted Information**

N/A.

**Item 8: Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Conrad Swanson, President and Chief Executive Officer  
Telephone: 604-718-5454

**Item 9: Date of Report**

July 14, 2010

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