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
Facsimile: 604-646-2054

Item 2: Date of Material Change

May 28, 2012

Item 3: News Release

The news release was disseminated on May 28, 2012 through Canada StockWatch and filed on SEDAR.

Item 4: Summary of Material Change

Gold Reach Resources Ltd. (the "Company") is pleased to announce that it has closed the non-brokered flow through private placement of 300,000 flow through units (each a " FT Unit") at a purchase price of $0.60 per FT Unit. The Private Placement was oversubscribed for and the Company raised gross proceeds of $180,000 all of which was subscribed for by three directors and no commission was paid. Each Unit consists of one flow through common share ("FT Common Share") of the Company and one non-transferable non flow through common share purchase warrant ("Warrant"). Each Warrant will entitle the holder to acquire one additional common share (a "Warrant Share") of the Company at an exercise price of $0.75 per Warrant Share for a one year period from the closing date of the Private Placement.

Item 5: Full Description of Material Change

Gold Reach Resources Ltd. (the "Company") is pleased to announce that it has closed the non-brokered flow through private placement of 300,000 flow through units (each a "FT Unit") at a purchase price of $0.60 per FT Unit. The Private Placement was oversubscribed for and the Company raised gross proceeds of $180,000 all of which was subscribed for by three directors and no commission was paid. Each Unit consists of one flow through common share ("FT Common Share") of the Company and one non-transferable non flow through common share purchase warrant ("Warrant"). Each Warrant will entitle the holder to acquire one additional common share (a "Warrant Share") of the Company at an exercise price of $0.75 per Warrant Share for a one year period from the closing date of the Private Placement.

All of the securities issued pursuant to the Private Placement are subject to a minimum four month hold period which expires on September 29, 2012 pursuant to applicable Canadian securities laws.

The proceeds of this private placement will be used for the purpose of carrying out the exploration programs on the Company's Ootsa property located in British Columbia.

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, Chairman
Telephone: 604-718-5454

Item 9: Date of Report

May 28, 2012