

**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

October 15, 2012

Item 3: News Release

The news release was disseminated on October 15, 2012 through Canada StockWatch and Market News and filed on SEDAR.

Item 4: Summary of Material Change

Gold Reach Resources Ltd. Announces \$2,100,000 Non-Brokered Flow-Through Private Placement, Announcement of an Interim LOU, and the Announcement of Corrina Leween as a Consultant.

Item 5: Full Description of Material Change

Gold Reach Resources Ltd. (the "Company") announces it has arranged a non-brokered flow-through private placement unit offering ("FT Units") of 1,200,000 FT Units, raising gross proceeds of \$2,100,000. Each FT Unit, priced at \$1.75 is comprised of one common share of the Company, intended to qualify as a flow-through share under the Income Tax Act (Canada), and one non-transferable common share purchase warrant ("NFT Warrants") entitling the holder thereof to purchase one additional non-flow through common share of the Company at an exercise price of \$2.50 per share for a period of one year from the closing date of the FT Unit offering.

Each warrant is subject to accelerated expiry provisions such that if at any time after the date of closing of the private placement, the Company's common shares trade on the TSX Venture Exchange at or above a weighted average trading price of \$3.00 per share for 10 consecutive trading days, the Company may give notice to the holders that each Warrant will expire 30 days from the date of providing such notice.

The Company may pay finder's fees of 6% cash and/or 6% broker warrants on a portion of the financing.

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

The foregoing is subject to regulatory approval.

The Company also wishes to announce that further to the Memorandum of Understanding signed November 3, 2010 between the Cheslatta Carrier Nation ("Cheslatta") and the Company setting out the basic terms of reference between the parties for the establishment of business relationship concerning the future mine development of Gold Reach's Ootsa property. The parties have now signed an Interim Letter of Understanding which promotes the participation by the Cheslatta and the further development of the property. In consideration for the Cheslatta entering into this letter of consideration, the Company will grant the Cheslatta 250,000 warrants at an agreed to price of \$1.70 for a period of five years subject to regulatory approval.

Gold Reach is pleased to also announce that the former Chief Councilor for the Cheslatta, Corrina Leween has agreed to join the Company as a consultant to support the exploration and development of the Ootsa properties. Ms. Leween served as chief councilor from 2003-2010 providing the leadership that has brought jobs, security and prosperity to the membership. During her tenure as Chief Councilor of the Cheslatta they expanded their business partnerships firmly putting the community on a sound economic path. Ms. Leween stepped down as Chief Councilor in 2010 to take care of her family and is now ready to take on new challenges. She will assist the Company with various duties as the Company explores, expands and develops the Ootsa property adjacent to the producing Huckleberry copper mine. On behalf of the board of directors Dr. Shane Ebert welcomes Corrina to the team and looks forward to bringing her expertise and experiences to the project.

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 & Chief Executive Officer
Telephone: 604-718-5454

Item 9: Date of Report

October 15, 2012