

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Gold Reach Resources Ltd
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Item 2: Date of Material Change

November 5, 2012

Item 3: News Release

The news release was disseminated on November 5, 2012 through Canada StockWatch and Market News and filed on SEDAR.

Item 4: Summary of Material Change

Gold Reach Continues To Outline Large Zones Of Mineralization At The West Seel Deposit, Intersects 753.5 Metres Grading 0.43% Copper Equivalent Including 130 Metres Grading 0.81% Copper Equivalent

Gold Reach Resources Ltd. (Gold Reach and/or the Company) is pleased to announce that assay results for holes S12-120 to S12-123 at the company's 100% owned Ootsa Property located adjacent to the producing Huckleberry Mine south of Smithers, British Columbia, have been received.

Item 5: Full Description of Material Change

Gold Reach Resources Ltd. (Gold Reach and/or the Company) is pleased to announce that assay results for holes S12-120 to S12-123 at the company's 100% owned Ootsa Property located adjacent to the producing Huckleberry Mine south of Smithers, British Columbia, have been received.

HIGHLIGHTS

- **Extended Deposit** - The West Seel deposit has been extended another 100 metres to the north and remains open in that direction.
 - **Higher Grade Intercepts** - Hole S12-120 intersects 310 metres of 0.56% copper equivalent including 152 metres of 0.85% copper equivalent.
 - **Long Continuous Mineralization** - Hole S12-121 intersects 753.5 metres of 0.43% copper equivalent including 130 metres of 0.81% copper equivalent.
 - **Significant Gold Zone Intersected** - Hole S12-120 intersects 2 metres of 13 g/t gold and 19.7 g/t silver within a larger interval of 14 metres containing 3.3 g/t gold and 8.97 g/t silver.
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Holes S12-120 to 123 were all drilled into the West Seel deposit and all intersected significant zones of mineralization which have extended the mineralized zone to the north, south and to depth. Hole S12-120 was drilled into the central part of the West Seel deposit oriented toward the southeast at an angle of -78 degrees. The hole intersected 310 metres grading 0.23% copper, 0.31 g/t gold, 0.021% molybdenum, and 2.73 g/t silver (0.56% copper equivalent) from 220 to 530 meters depth including 152

Summary of select drill intercepts – Holes S12-120 to 123

Drill Hole	From (m)	To (m)	Width (m)*	Cu %	Au g/t	Mo%	Ag g/t	Cu Eq.%**
S12-120	220.0	530.0	310.0	0.23	0.31	0.021	2.73	0.56
including	344.0	496.0	152.0	0.31	0.54	0.034	3.84	0.85
including	494.0	496.0	2.0	0.99	13.0	0.036	19.7	10.4
S12-121	234.0	987.5 EOH	753.5	0.24	0.12	0.024	2.26	0.43
including	270.0	602.0	332.0	0.32	0.20	0.039	3.58	0.65
including	270.0	400.0	130.0	0.39	0.25	0.051	5.35	0.81
S12-122	200.0	480.0	280.0	0.21	0.12	0.027	1.92	0.41
including	260.0	378.0	118.0	0.31	0.17	0.034	2.76	0.55
S12-123	396.0	676.0	280.0	0.17	0.12	0.012	2.41	0.32
including	632.0	676.0	44.0	0.17	0.28	0.022	2.73	0.47

*Width refers to drill hole intercepts, true widths have not been determined.

**Cu Eq. (copper equivalent) has been used to express the combined value of gold, copper, silver, and molybdenum as a percentage of copper, and is provided for illustrative purposes only. No allowances have been made for recovery losses that may occur should mining eventually result. Calculations use metal prices of US \$2.50/lb copper, \$1200/oz gold, \$15/oz silver, and \$10/lb molybdenum using the formula $CuEq.\% = Cu\% + (Au\text{ g/t} \times 0.701) + (Mo\% \times 4.01) + (Ag\text{ g/t} \times 0.0087)$.

metres grading 0.31% copper, 0.54 g/t gold, 0.034% molybdenum, and 3.84 g/t silver (0.85% copper equivalent) from 344 to 496 metres depth. Hole S12-120 also intersected a 2 metre interval containing 13 g/t gold and 19.7 g/t silver from 494 to 496 metres depth. This zone of precious metal mineralization occurs within a larger 14 metre wide zone from 482 to 496 metres depth which averages 3.3 g/t gold and 8.97 g/t silver and is associated with a late episode of quartz and carbonate veining which locally overprints the porphyry system.

Hole S12-121 was located on section 7NE and drilled toward the southeast at a dip of -65 degrees. The hole intersected 753.5 metres grading 0.24% copper, 0.12 g/t gold, 0.024% molybdenum, and 2.26 g/t silver (0.43% copper equivalent) from 234 to 987.5 meters depth and the hole ended in mineralization. This hole also intersected a higher grade zone of mineralization including 332 meters grading 0.32% copper, 0.20 g/t gold, 0.039% molybdenum, and 3.58 g/t silver (0.65% copper equivalent) from 270 to 602 meters depth.

Hole S12-122 is the northern most hole drilled on the West Seel deposit during the 2012 program for which assays have been received. The hole was drilled toward the northwest at an angle of -65 degrees and the hole extends the mineralized zone another 100 metres to the north-northeast and the zone remains open in that direction. The hole intersected 280 metres grading 0.21% copper, 0.12 g/t gold, 0.027% molybdenum, and 1.92 g/t silver (0.41% copper equivalent) from 200 to 480 metres depth, including 118 metres grading 0.31% copper, 0.17 g/t gold, 0.034% molybdenum, and 2.76 g/t silver (0.55% copper equivalent) from 260 to 378 metres depth.

Hole S12-123 is the southernmost hole on the West Seel zone to date, and is located 750 metres south of hole S12-122. Hole S12-123 was drilled toward the north at an angle of -50 degrees. The hole intersected 280 metres grading 0.32% copper equivalent from 396 to 676 meters depth including 44 metres grading 0.17% copper, 0.28 g/t gold, 0.022% molybdenum, and 2.73 g/t silver (0.47% copper equivalent) from 632 to 676 metres depth.

The ongoing drill program continues to significantly expand the mineralized zone at the West Seel deposit, and has encountered strong mineralization over a zone that is up to 700 metres in length (and remains open) and varies from 120 to 400 metres in width. The company plans to continue drilling at the Ootsa property into late November to fully define the extents of the zone. An updated drill hole location map can be found in the map gallery on our website at <http://goldreachresources.com/media/map-gallery/>.

Drilling Update

Drilling on the West Seel deposit is continuing with two drills, a third drill is testing the Ox deposit and new geophysical anomalies. At West Seel holes S12-101 to S12-139 have been completed and the drills are currently working on holes S12-140 and 141. A total of 37,000 metres have been drilled during the 2012 program to date.

Holes S12-124 to 137 have been sampled and are in the lab getting assayed. Further assay results will be released as they are received.

The company is in the process of completing a large drill program aimed at defining the West Seel Porphyry and testing the expansion potential of the Ox deposit. The Company is well financed with over \$2.4 million dollars in the treasury and holds a 2% NSR covering 23,000 hectares of mining claims located adjacent to the Blackwater Gold deposit in central British Columbia. Additional information is available on our website at www.goldreachresources.com.

About Gold Reach Resources

Gold Reach Resources Ltd. has made an important new and strategic Copper Gold Molybdenum discovery on its 100% held Ootsa Property located adjacent to the 16,000 tonne per day Huckleberry Mine currently producing Cu Au and Mo in central BC.

Gold Reach's Ootsa property is an advanced stage exploration project containing the Seel and Ox porphyry systems both with compliant resource estimates (details below) wide open for expansion. The Company has recently added the discovery of the West Seel Porphyry where Drill hole S12-118 encountered 128 metres grading 1.01% Cu Eq. consisting of 0.43% Cu, 0.33 g/t Au, 0.076% Mo and 4.76 g/t Ag within a much larger interval of 537 metres grading 0.65% Cu Eq. consisting of 0.27% Cu, 0.19 g/t Au, 0.055% Mo, and 2.69 g/t Ag. The Seel porphyry contains a NI 43-101 compliant resource containing 214.78 million tonnes grading 0.33% Cu Eq. consisting of 0.17% Cu, 0.13 g/t Au, 0.017% Mo, and 2.17 g/t Ag in the inferred category plus an additional 28.13 million tonnes grading 0.40% Cu Eq. consisting of 0.22% Cu and 0.21 g/t Au in the indicated category. The Ox porphyry, located 4 km northeast of Seel, contains a NI43-101 compliant resource containing 16 million tonnes grading 0.3 % Cu and 0.04% Mo in the inferred category.

Quality Control

All drill core is logged, photographed, and cut in half with a diamond saw. Half of the core is bagged and sent to SGS Mineral Services for analysis (which is an ISO 9001 and ISO/IEC 17025 certified lab), while the other half is archived and stored on site for verification and reference purposes. Gold is assayed by standard fire assay methods with 34 additional elements analyzed by Induced Coupled Plasma (ICP) utilizing a 4-acid digestion. Duplicate samples, blanks, and certified standards are included with every sample batch and then checked to ensure proper quality assurance and quality control.

Dr. Shane Ebert P.Geol., President of the Company, is the Qualified Person for the Ootsa project as defined by National Instrument 43-101 and has approved the technical disclosure contained in this news release.

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

November 5, 2012