

**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

November 15, 2012

Item 3: News Release

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

Item 4: Summary of Material Change

GOLD REACH INTERSECTS 375.3 METRES GRADING 0.64% COPPER EQUIVALENT INCLUDING 198 METRES GRADING 0.86% COPPER EQUIVALENT AT THE WEST SEEL DEPOSIT, BRITISH COLUMBIA

Gold Reach Resources Ltd. (GRV: TSX-V) (Gold Reach and/or the Company) is pleased to announce that assay results for holes S12-124 to S12-129 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. (GRV: TSX-V) (Gold Reach and/or the Company) is pleased to announce that assay results for holes S12-124 to S12-129 at the company's 100% owned Ootsa Property located adjacent to the producing Huckleberry Mine south of Smithers, British Columbia, have been received.

HIGHLIGHTS

- **Drilling Continues at West Seel** - Three drill rigs are now drilling on the West Seel deposit.
- **Additional Higher Grade Intercepts** - Hole S12-125 intersected 375.3 metres of 0.64% copper equivalent including 198 metres of 0.86% copper equivalent.
- **Sizable zone of Near Surface Mineralization defined at West Seel** – A sizable zone of mineralization starting at or near the surface has been identified in the central part of the West Seel deposit.
- **Large Size Potential** – Combined the Seel and West Seel zone has been defined over a length of 1100 metres, over widths of up to 400 metres, and to depths exceeding 700 metres.

Another drill has been moved to the West Seel deposit for a total of 3 drills now working on the zone. The drill program is in its final stages and drilling should be complete by the end of November. Holes S12-124 to 129 were all drilled into the West Seel deposit and were either designed to step out and delineate the extents of the deposit or infill gaps within the known deposit. Highlights are summarized in the table below.

Summary of select drill intercepts – Holes S12-124 to 129

Drill Hole	From (m)	To (m)	Width (m)*	Cu %	Au g/t	Mo%	Ag g/t	Cu Eq.%**
S12-124	78.0	564.0	486.0	0.18	0.20	0.019	2.85	0.43
including	126.0	466.0	340.0	0.22	0.18	0.019	3.22	0.45
S12-125	344.0	719.3 EOH	375.3	0.30	0.27	0.032	2.58	0.64
including	374.0	572.0	198.0	0.37	0.39	0.047	3.35	0.86
S12-127	248.0	688.0	440.0	0.22	0.13	0.015	3.13	0.39
including	248.0	572.0	324.0	0.25	0.14	0.018	3.80	0.45
S12-127	742.0	874.8 EOH	132.8	0.21	0.19	0.017	2.18	0.44
S12-129	380.0	594.0	214.0	0.21	0.23	0.032	1.91	0.57

*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 $CuEq.\% = Cu\% + (Au\text{ g/t} \times 0.701) + (Mo\% \times 4.01) + (Ag\text{ g/t} \times 0.0087)$.

Hole 125 was a vertical hole drilled near the southern end of the West Seel zone. This hole intersected 375.3 metres grading 0.3% copper, 0.27 g/t gold, 0.032% molybdenum, and 2.58 g/t silver (0.64% copper equivalent) from 344 to 719.3 metres depth and the hole ended in mineralization. Included within this interval is a 198 metre zone grading 0.37% copper, 0.39 g/t gold, 0.047% molybdenum, and 3.35 g/t silver (0.86% copper equivalent) from 374 to 572 metres depth. The higher grade results from hole S12-125 are consistent with higher grade results returned from other holes drilled into the southern part of the West Seel deposit, and significantly expand the higher grade zone.

Holes S12-124 and 129 were vertical holes drilled in the central part of the West Seel zone. Hole S12-124 encountered mineralization starting at 78 metres depth. The hole intersected 486 metres grading 0.18% copper, 0.20 g/t gold, 0.019% molybdenum, and 2.85 g/t silver (0.43% copper equivalent) from 78 to 564 metres depth, including 340 metres grading 0.22% copper, 0.18 g/t gold, 0.019% molybdenum, and 3.22 g/t silver (0.45% copper equivalent) from 126 to 466 metres depth. Hole S12-129 encountered 3.6 metres of gravel cover followed by anomalous mineralization starting near surface. From 22 to 282 metres depth the hole graded 0.18% copper equivalent, including a 10 metres zone from 22 to 32 metres depth grading 0.28% copper, 0.17 g/t gold, 0.003% molybdenum and 9.88 g/t silver (0.50% copper equivalent). Hole S12-129 also intersected 214 metres grading 0.21% copper, 0.32 g/t gold, 0.032% molybdenum, and 1.91 g/t silver (0.57% copper equivalent) from 380 to 594 metres depth. These holes continue to identify near surface mineralization in the centre of the West Seel zone, consistent with other holes in the area. Hole S12-104 (previously released) located 150 meters south of hole S12-124, encountered 961.2 meters of continuous mineralization starting at only 4.8 metres depth. Hole S12-108 (previously released) located 75 metres northwest of hole S12-124, encountered 316 metres of continuous mineralization starting at 24 metres depth. Hole S12-110 (previously released) located 250 metres south of hole S12-124 encountered 739.9 metres of continuous mineralization starting at 82 metres below surface.

Hole S12-127 is the southeastern most hole drilled on the West Seel zone to date and was oriented toward the northeast at a dip of 55 degrees. The hole intersected 440 metres grading 0.22% copper, 0.13 g/t gold, 0.015% molybdenum, and 3.13 g/t silver (0.39% copper equivalent) from 248 to 688 metres depth, including 324 metres grading 0.25% copper, 0.14 g/t gold, 0.018% molybdenum, and 3.80g/t silver (0.45% copper equivalent) from 248 to 572 metres depth. The hole also intersected 132.8 metres grading 0.21% copper, 0.19 g/t gold, 0.017% molybdenum, and 2.18 g/t silver (0.44% copper equivalent) from 742 metres depth to the end of the hole at 874.8 metres depth, and the hole ended in mineralization.

Holes S12-126 and 128 are located on section 13NE and are the northern most holes drilled during the 2012 program. Hole S12-126 encountered minor zones of precious and base metal mineralization including 2 metres grading 2.4 g/t gold, 2 metres grading 25.5 g/t silver and 3.1% zinc, and 30 metres

grading 0.26 g/t gold. The holes did not encounter long intercepts of continuous mineralization and appear to constrain the northeast boundary of the West Seel 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 three drills. Three drill holes have recently been completed into a large geophysical anomaly located 4.5 kilometres northeast of the West Seel discovery and are currently in the lab getting assayed. At West Seel holes S12-101 to S12-141 have been completed. Assay results for holes S12-101 to S12-129 have been completed and released; holes S12-130 to 141 have been sent to the lab for assay. The drills are currently working on holes S12-142, 143, and 144. Further assay results will be released as they are received.

A total of 41,575 metres have been drilled during the 2012 program to date.

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.Geo., 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, Chairman and Chief Executive Officer
Telephone: 604-718-5454

Item 9: Date of Report

November 15, 2012