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

June 24, 2013

Item 3: News Release

The news release was disseminated on June 24, 2013 through Canada Stockwatch and Market News and filed on SEDAR.

Item 4: Summary of Material Change

GOLD REACH RESOURCES LTD. ANNOUNCES $2,000,000
NON BROKERED PRIVATE PLACEMENT

Gold Reach Resources Ltd. (the "Company") (GRV: TSX-V) announces it has arranged a non-brokered private placement unit offering ("Units") of 2,000,000 Units at a price of $1.00 per Unit raising gross proceeds of $2,000,000. Each Unit is comprised of one common share of the Company and one common share purchase warrant ("Warrant"). Each Warrant entitles the holder thereof to purchase one non-transferable share purchase warrant at an exercise price of $2.00 per share for a period of one year from the closing date of the unit offering.

Item 5: Full Description of Material Change

Gold Reach Resources Ltd. (the "Company") (GRV: TSX-V) announces it has arranged a non-brokered private placement unit offering ("Units") of 2,000,000 Units at a price of $1.00 per Unit raising gross proceeds of $2,000,000. Each Unit is comprised of one common share of the Company and one common share purchase warrant ("Warrant"). Each Warrant entitles the holder thereof to purchase one non-transferable share purchase warrant at an exercise price of $2.00 per share for a period of one year from the closing date of the 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 $2.50 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 proceeds of the financing will be used to continue exploration on the Ox and Seel deposits at the Company's 100% owned Ootsa property in British Columbia and for general working capital.

The foregoing is subject to regulatory approval.

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

June 24, 2013