

**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

July 18, 2013

Item 3: News Release

The news release was disseminated on July 18, 2013 through Market Wire and Canada Stockwatch and filed on SEDAR.

Item 4: Summary of Material Change

GOLD REACH INTERSECT 359.4 METRES OF 0.41% COPPER EQUIVALENT INCLUDING 52 METRES OF 0.73% COPPER EQUIVALENT AT THE OX DEPOSIT

Gold Reach and/or the Company is pleased to announce that assay results for holes Ox13-68 to 71 from the Ox deposit have been received. The Ox deposit is located 4 kilometres north-northeast of the Company's West Seel discovery, and both deposits occur on the Company's 100% owned Ootsa Property located adjacent to the producing Huckleberry Mine south of Smithers, British Columbia.

Item 5: Full Description of Material Change

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HIGHLIGHTS

- **Additional High Grade Material Encountered**
 - Hole Ox13-69 intersected 22.6m of 0.79% copper equivalent from 38 to 60.6m depth.
 - Hole Ox13-70 intersected 14m of 1.10% copper equivalent from 144 to 158m depth.
 - Hole Ox13-71 intersected 52m of 0.72% copper equivalent from 57 to 109m depth.
 - The high grade core of the Ox deposit has now been extended over a strike length of 600 metres and shows excellent continuity. The zone still remains open to the north and east.
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- **Long Mineralized Intercepts**
 - Hole Ox13-70 intersected 190.9m of 0.48% copper equivalent from 11.1 to 202m depth.
 - Hole Ox13-71 intersected 359.4m of 0.41% copper equivalent from 24.6 to 384m depth.
 - These holes demonstrate that mineralization extends to deeper levels in the north area and highlight the potential to increase resources in this zone.

- **Mineralized Extension Discovered East of Damascus Fault ending in 0.44% Copper**
 - Hole Ox13-71 is the first hole from the 2013 program to partially test the zone under the shallow pond, on the east side of the Damascus Fault.
 - This hole encountered the widest interval of mineralization drilled at Ox to date and ended in mineralization grading 0.44% copper.
 - These holes demonstrate that mineralization extends to deeper levels in the north area and highlight the potential to increase resources in this zone.

The 2013 drilling at the Ox deposit is focusing on infilling and expanding near surface mineralization along a higher grade core that may run the length of the system. The goal of this infill and expansion drilling will be to increase resource categories, tonnage, and grade ahead of economic studies later in the year.

Ox Drill Results

An updated drill hole location map for Ox is available here http://www.goldreachresources.com/resources/maps/20130718_Ox_2013_drill_hole_location_map_July_18.png and cross sections J-J' and K-K' showing holes Ox13-68 to 72 are available here http://www.goldreachresources.com/resources/maps/20130718_Ox_Sec_J-J_2013.png http://www.goldreachresources.com/resources/maps/20130718_Ox_Sec_K-K_2013.png.

Summary of select drill intercepts – Holes Ox13-68 to 71

Drill Hole	From (m)	To (m)	Width (m)*	Cu %	Mo%	Au g/t	Ag g/t	Cu Eq.%**
Ox13-68	15.5	74.0	58.5	0.33	0.052	0.06	2.04	0.60
Ox13-69	12.2	69.0	56.8	0.33	0.049	0.06	2.17	0.59
including	38.0	60.6	22.6	0.49	0.055	0.08	3.10	0.79
Ox13-70	11.1	202.0	190.9	0.29	0.035	0.05	1.97	0.48
including	122.0	202.0	80.0	0.36	0.039	0.06	2.80	0.58
including	144.0	158.0	14.0	0.81	0.030	0.14	6.66	1.10
Ox13-71	24.6	384.0 EOH	359.4	0.25	0.031	0.04	1.19	0.41
including	24.6	197.0	172.4	0.32	0.042	0.06	1.87	0.55
including	57.0	109.0	52.0	0.50	0.037	0.09	2.65	0.73

*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 copper, molybdenum, gold and silver 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 silver, and \$10/lb molybdenum using the formula $Cu Eq. \% = Cu \% + (Au g/t \times 0.701) + (Ag g/t \times 0.0087) + (Mo \% \times 4.01)$.

Holes Ox13-68, 69 and 70 are shown on section J-J'. All 3 holes were drilled to better define the east edge of mineralization on the section. Hole Ox13-68 intersected 58.5 metres grading 0.33% copper and 0.052% molybdenum (0.60% copper equivalent) from 15.5 to 74 metres depth. Hole Ox13-69 intersected 56.8 metres grading 0.33% copper and 0.049% molybdenum (0.59% copper equivalent) from 12.2 to 69 metres depth, including 22.6 metres grading 0.49% copper and 0.055% molybdenum (0.79% copper equivalent) from 38 to 60.6 metres depth. Hole Ox13-70 was a vertical hole which intersected 190.9 metres grading 0.29% copper and 0.035% molybdenum (0.48% copper equivalent) from 11.1 to 202 metres depth, including 80 metres grading 0.36% copper and 0.039% molybdenum (0.58% copper equivalent) from 122 to 202 metres depth. Hole Ox13-70 also intersected a precious metals enriched section returning 0.81% copper with 0.14 g/t gold and 6.66 g/t silver (1.1% copper equivalent) over 14 metres from 144 to 158 metres depth.

Hole Ox13-71 is shown on section K-K' and was an angle hole drilled toward the east designed to intersect the Damascus Fault and test for mineralization on the east side. The hole was drilled to a total depth of 384 metres and ended in mineralization. The hole encountered continuous mineralization over its entire length returning 359.4 metres grading 0.25% copper and 0.031% molybdenum (0.41% copper equivalent) from 24.6 to 384 metres depth, including 172.4 metres grading 0.32% copper and 0.042% molybdenum (0.55% copper equivalent) from 24.6 to 197 metres depth. The hole also intersected a 52 metre long interval grading 0.50% copper, 0.037% molybdenum, 0.09 g/t gold, and 2.65 g/t silver (0.73% copper equivalent) from 57 to 109 metres depth. This represents another zone of strong copper mineralization containing enriched gold and silver, and the hole significantly extends the zone of near-surface higher grade mineralization.

Dr. Shane Ebert, president of Gold Reach, commented: "Hole Ox13-71 has intersected mineralization on the east side of the Damascus Fault, below the pond, and validates our exploration model. This new extension to the deposit opens up significant potential to expand the resource to the east. Hole Ox13-71 has intersected continuous mineralization for 250 metres vertically below surface, showing good potential to expand resources to depth as well. The core zone of higher grade mineralization at Ox has now been traced for 600 metres along strike and the zone shows remarkable continuity along that strike length. Additional holes stepping out to the north and east have been completed looking to extend the higher grade core and find the limits of the mineralized zone."

Drilling Update

Assay results for the first 27 holes drilled at Ox during the 2013 program have been received (holes Ox13-45 to Ox13-71). An additional 16 holes have been completed at Ox (Ox13-72 to 87) and are in the lab getting assayed. The drill is currently working on hole Ox13-88.

The current round of drilling is focusing on infilling and expanding three areas of higher grade near-surface mineralization with open pit potential at Ox, East Seel, and West Seel. Previous drilling in all three zones has intersected significant grades at shallow depths including hole S11-90 at East Seel which returned 194 metres grading 0.37% copper and 0.42 g/t gold (0.66% copper equivalent) starting at 22 metres depth (previously released), hole S06-42 just north of

East Seel which returned 138 metres grading 0.85% Cu and 23 g/t Ag (1% copper equivalent) starting at 22 metres depth (previously released), and hole S12-108 at West Seel which intersected 316 metres grading 0.56% copper equivalent starting at 24 metres down hole, including 30 metres grading 1% copper equivalent starting at 74 metres down hole.

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 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 deposit contains 67.8 million tonnes of indicated resources and 410.9 million tonnes of inferred resources at a 0.2% copper equivalent cut off. The Ox deposit contains 52.65 million tonnes of inferred resources at a 0.2% copper equivalent cut off.

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 AGAT Laboratories 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 45 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:

Shane Ebert, President
Telephone: 604-718-5454

Item 9: Date of Report

July 18, 2013