

**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

July 23, 2013

Item 3: News Release

The news release was disseminated on July 23, 2013 through Market Wire and Canada Stockwatch and filed on SEDAR.

Item 4: Summary of Material Change

**GOLD REACH INTERSECTS 260.2 METRES OF 0.46% COPPER EQUIVALENT
AND 21.6 METRES OF 0.80% COPPER EQUIVALENT AT THE OX DEPOSIT**

Gold Reach and/or the Company is pleased to announce that assay results for holes Ox13-72 to 75 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 Ox13-72 intersected 31.8m of 0.61% copper equivalent from 94 to 125.8m depth.
 - Hole Ox13-73 intersected 21.6m of 0.80% copper equivalent including 0.57% copper and 0.12 g/t gold from 79 to 100.6m depth.
 - Hole Ox13-74 intersected 48m of 0.62% copper equivalent from 112 to 160m depth.
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- The high grade core of the Ox deposit has been defined over a strike length of 700 metres and shows excellent continuity. The zone still remains open to the north and east.
- **Additional Long Mineralized Intercepts**
 - Hole Ox13-72 intersected 260.2m of 0.46% copper equivalent from 14 to 274.2m depth.
 - Hole Ox13-74 intersected 148m of 0.47% copper equivalent from 12 to 160m depth.
 - Hole Ox13-72 has confirmed expansion potential to the east and to depth in the northern part of the deposit.
- **Amended Exploration Permit Received** – Gold Reach has received an amended 5 year exploration permit for the Ootsa Project which enables the company to conduct exploration over a larger area surrounding the Ox and Seel deposits. This amended permit will allow the company to drill test several exploration targets that occur within a few kilometres of known mineralization.

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/20130723_Ox_2013_drill_hole_location_map.jpg and cross sections K-K' and L-L' showing holes Ox13-72 to 75 are available here http://www.goldreachresources.com/resources/maps/20130723_Ox_Sec_K-K_2013.jpg http://www.goldreachresources.com/resources/maps/20130723_Ox_Sec_L-L_2013.jpg.

Summary of select drill intercepts – Holes Ox13-72 to 75

Drill Hole	From (m)	To (m)	Width (m)*	Cu %	Mo%	Au g/t	Ag g/t	Cu Eq.%**
Ox13-72	14.0	274.2	260.2	0.27	0.034	0.04	2.76	0.46
including	56.0	74.0	18.0	0.44	0.019	0.06	2.99	0.58
including	94.0	125.8	31.8	0.35	0.049	0.06	2.11	0.61
including	148.0	180.0	32.0	0.35	0.045	0.05	2.77	0.59
Ox13-72	274.2	379.7	105.5	0.12	0.020	0.02	0.69	0.22
Ox13-73	17.0	116.0	99.0	0.30	0.024	0.06	1.43	0.45
including	79.0	100.6	21.6	0.57	0.032	0.12	2.43	0.80
Ox-13-74	12.0	160.0	148.0	0.30	0.030	0.05	1.59	0.47
including	112.0	160.0	48.0	0.38	0.043	0.07	2.36	0.62
Ox-13-75	11.3	105.0	93.7	0.22	0.012	0.03	1.04	0.30
including	91.0	105.0	14.0	0.37	0.014	0.06	2.40	0.49
Ox-13-75	125.0	225.0	100.0	0.23	0.025	0.03	1.27	0.36
including	127.0	137.0	10.0	0.41	0.039	0.05	2.06	0.62

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

Hole Ox13-72 is shown on section K-K' and was an angle hole drilled below hole Ox13-71 and was designed to confirm the presence of the Damascus Fault and to test the depth potential of the zone. The hole intersected 260.2 metres of continuous mineralization grading 0.27% copper and 0.034% molybdenum (0.46% copper equivalent) from 14 to 274.2 metres depth, including 31.8 metres grading 0.35% copper and 0.049% molybdenum (0.61% copper equivalent) from 94 to 125.8 metres depth, and another 32 metres grading 0.35% copper and 0.045% molybdenum (0.59% copper equivalent) from 148 to 180 metres depth. The lower part of hole Ox13-72 intersected 105.5 metres of anomalous mineralization grading 0.12% copper and 0.020% molybdenum (0.22% copper equivalent) from 274.2 to 379.7 metres depth. Section K-K' shows that stronger mineralization on the east side of the Damascus Fault starts at surface below about 10 metres of gravel cover, and extends at least 250 metres vertically. Lower grade mineralization has been encountered in hole 72 at depth and extends the potential of the mineralized interval to about 350 metres vertically.

Holes Ox13-73, 74 and 75 are shown on section L-L'. Hole Ox13-73 intersected 99 metres grading 0.30% copper and 0.024% molybdenum (0.45% copper equivalent) from 17 to 116 metres depth, including 21.6 metres grading 0.57% copper and 0.032% molybdenum (0.80% copper equivalent) from 79 to 100.6 metres depth. Hole Ox13-74 intersected 148 metres grading 0.30% copper and 0.030% molybdenum (0.47% copper equivalent) from 12 to 160 metres depth, including 48 metres grading 0.38% copper and 0.043% molybdenum (0.62% copper equivalent) from 112 to 160 metres depth. Hole Ox13-75 intersected 93.7 metres grading 0.22% copper and 0.012% molybdenum (0.30% copper equivalent) from 11.3 to 105 metres depth, including 14 metres grading 0.37% copper and 0.014% molybdenum (0.49% copper equivalent) from 91 to 105 metres depth. Hole Ox13-75 also intersected an additional 100 metres grading 0.23% copper and 0.025% molybdenum (0.36% copper equivalent) from 125 to 225 metres depth, including 10 metres grading 0.41% copper and 0.039% molybdenum (0.62% copper equivalent) from 127 to 137 metres depth. Section L-L' has filled in an area with limited drill information and helps to define the southeast edge of the mineralized zone which remains open to the northwest.

Amended Exploration Permit

Gold Reach has received an amended 5 year exploration permit for the Ootsa Project from the British Columbia Ministry of Energy and Mines. The amended permit enables the company to maintain its exploration camp and conduct approved mineral exploration activities including drilling, trenching, and geophysical surveys until March 2016. The amended permit allows exploration to be conducted within an area roughly 15 kilometers long by 8 kilometres wide, centred around the Ox and Seel deposits, and will enable the company to expand and further explore several new exploration targets.

Drilling Update

Assay results for the first 31 holes drilled at Ox during the 2013 program have been received (holes Ox13-45 to Ox13-75). An additional 13 holes have been completed at Ox (Ox13-76 to 88) and are in the lab getting assayed. The drill is currently working on hole Ox13-89.

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 23, 2013