

**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: 604-662-3791

Item 2: Date of Material Change

July 6, 2016

Item 3: News Release

The news release was disseminated on July 6, 2016 through Stockwatch and filed on SEDAR.

Item 4: Summary of Material Change

GOLD REACH RESOURCES LTD. ANNOUNCES
UP TO \$600,000 NON-BROKERED PRIVATE PLACEMENT

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 offering (the “Offering”) of up to 4,000,000 units (“Units”) at a price of \$0.15 per Unit raising gross proceeds of \$600,000. Each Unit is comprised of one common share of the Company and one-half of one non-transferable common share purchase warrant (“Warrant”). Each whole warrant entitles the holder thereof to purchase one common share of the Company, for 36 months, at an exercise price of \$0.22 per share after the closing date of the Offering.

Each Warrant will be subject to accelerated expiry provisions which provide that if at any time after the date of closing of the Offering, the Company’s common shares trade on the TSX Venture Exchange at or above a weighted average trading price of \$0.40 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 if the Warrant has not been duly exercised by the holder.

The proceeds of the private placement will be used for the purpose of carrying out the exploration programs on the Company’s British Columbia property and for general working capital.

The Company may issue finder’s fees in connection with this offering of 7% cash and 7% warrants.

The Offering and finder’s fees are subject to the acceptance of the TSX Venture Exchange.

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
Telephone: 604-718-5454

Item 9: Date of Report

July 6, 2016