

FORM 51-102F3

MATERIAL CHANGE REPORT

Material Change Report Under Section 85(b) of the *Securities Act* (British Columbia), Section 146(b) of the *Securities Act* (Alberta) and Section 75(2) of the *Securities Act* (Ontario)

Item 1. Name and Address of Company

KIMBER RESOURCES INC.
215 - 800 West Pender Street
Vancouver, British Columbia
V6C 2V6

("Kimber" or the "Company")

Item 2. Date of Material Change

February 10, 2010

Item 3. News Release

A news release announcing the material change was issued by Kimber on February 10, 2010 at Vancouver, British Columbia. The news release was disseminated through Canada NewsWire.

Item 4. Summary of Material Change

The Company has announced the closing of a public offering of common shares in the United States. The Company sold 3,142,000 common shares at US\$1.00 per share for gross proceeds of US\$3,142,000.

Item 5. Full Description of Material Change

The full text of the news release referred to in Item 3 above announcing the material change is as follows:

**KIMBER ANNOUNCES CLOSING OF PUBLIC OFFERING OF COMMON
SHARES IN THE U.S.**

February 10, 2010

VANCOUVER, BRITISH COLUMBIA - Kimber Resources Inc. (NYSE Amex:KBX, TSX:KBR) ("**Kimber**" or the "**Company**") is pleased to announce that it has closed its previously announced public offering of common shares in the United States (the "**Offering**"). The Company sold 3,142,000 common shares (the "**Shares**") at US\$1.00 per share for gross proceeds of US\$3,142,000.

Scarsdale Equities LLC ("**Scarsdale**") acted as placement agent for the Offering pursuant to a placement agency agreement, dated February 3, 2010, between the Company and Scarsdale. Kimber has granted Scarsdale the exclusive right to place in the aggregate up to a further 15% of the Shares, being 471,300 common shares of the Company under the same terms and conditions as the Offering of the Shares, for a period of thirty (30) calendar days from February 3, 2010 (the "**Agent's Option**").

The Company paid Scarsdale a placement fee of US\$141,390 (equal to 4.5% of the gross proceeds received by the Company from the sale of the Shares) in relation to the Offering.

The Company intends to allocate the net proceeds from the offering as follows:

- (i) for a preliminary economic assessment on the Monterde Property and potentially for related additional test work;
- (ii) for exploration, including possible drilling at the Pericones property;
- (iii) for further exploration of the Monterde Property; and
- (iv) to use any remaining net proceeds of the Offering, including the net proceeds from the exercise of the Agent's Option, if any, for working capital requirements and/or for other general corporate purposes.

The Shares are being offered directly by the Company pursuant to a prospectus supplement to the Company's effective shelf registration statement on Form F-3 (Registration No. 333-151417) previously filed with the Securities and Exchange Commission. Copies of the prospectus supplement and

accompanying base prospectus relating to the Offering may be obtained from the Securities and Exchange Commission website at <http://www.sec.gov>, or from the placement agent at:

Attention: Prospectus Department
Scarsdale Equities LLC
10 Rockefeller Plaza, Suite 720
New York, New York 10020
Telephone: 646-825-4624
E-mail: prospectus@scarsdale-equities.com

Kimber has also filed a short form prospectus with the securities commission of British Columbia, in respect of the distribution of the Shares although no Shares will be offered or sold in any province or territory of Canada

This press release does not and shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities, nor shall there be any sale of the securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state or jurisdiction.

About Kimber

Kimber owns mineral concessions in the prospective Sierra Madre gold-silver belt, including the Company's Monterde property. In addition, the Company has a 100% interest in the mineral concessions of its Pericones property.

FOR FURTHER INFORMATION PLEASE CONTACT:

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Manager of Investor Relations
or
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President and CEO

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Forward looking statements

This press release may contain or refer to "forward-looking information" and "forward-looking statements" within the meaning of applicable United States and Canadian securities laws, which may include, but is not limited to, statements with respect to the anticipated use of proceeds and other plans, estimates and expectations. Such forward-looking statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions, including, without limitation, risks related to the use of proceeds and the risks and uncertainties outlined in our most recent

financial statements and reports and registration statement filed with the United States Securities and Exchange Commission (the "SEC") (available at www.sec.gov) and with Canadian securities administrators (available at www.sedar.com). Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. We do not undertake to update forward-looking statements.

Cautionary Note to U.S. Investors – The United States Securities and Exchange Commission permits U.S. mining companies, in their filings with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. Kimber Resources uses certain terms in its public disclosure, such as "measured," "indicated," and "inferred," "resources," which the SEC guidelines strictly prohibit U.S. registered companies from including in their filings with the SEC. U.S. Investors are urged to consider closely the disclosure in our Form 20-F which may be secured from us, or from the SEC's website at <http://www.sec.gov/edgar.shtml>.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7. Omitted Information

No information has been omitted from Item 5 for reasons of confidentiality.

Item 8. Executive Officers

Mr. Gordon Cummings, President & CEO, is knowledgeable about the material change and this report and may be contacted at (604) 669-2251 (Ext. 103).

Item 9. Date of Report

Dated at Vancouver, British Columbia, this 18th day of February, 2010