Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Kimber Resources Inc. ("**Kimber**")
220 – 800 West Pender Street
Vancouver, British Columbia
V6C 2V6

Item 2. Date of Material Change

October 10, 2013.

Item 3. News Release

The news release dated October 10, 2013 was disseminated through Marketwire.

Item 4. Summary of Material Change

Kimber Resources Inc. ("**Kimber**") and Invecture Group, S.A. de C.V. (the "**Offeror**") jointly announced today, further to their press release of September 25, 2013, that the Offeror has mailed its formal all cash take-over bid offer to purchase all of the issued and outstanding common shares ("**Common Shares**") of Kimber (other than Common Shares owned by the Offeror and its affiliates) for Cdn$0.15 in cash for each Common Share (the "**Offer**"). Kimber's Directors' Circular recommending that Kimber shareholders (the "**Shareholders**") accept the Offer was mailed concurrently.

Copies of the Directors' Circular, the Offer, the take-over bid circular prepared by the Offeror and the letter of transmittal and the notice of guaranteed delivery accompanying the Offer are available on Kimber's SEDAR profile at www.sedar.com and on EDGAR at www.sec.gov.

Item 5. Full Description of Material Change

Kimber and the Offeror jointly announced today, further to their press release of September 25, 2013, that the Offeror has mailed its formal all cash take-over bid offer to purchase all of the Common Shares of Kimber (other than Common Shares owned by the Offeror and its affiliates) for Cdn$0.15 in cash for each Common Share. Kimber's Directors' Circular recommending that Shareholders accept the Offer was mailed concurrently.

The Board of Directors of Kimber (the "**Kimber Board**"), after consultation with its financial and legal advisors, has unanimously determined that the Offer is in the best interests of Kimber and the Shareholders (other than the Offeror and its affiliates) and, accordingly the Kimber Board unanimously recommends that Shareholders ACCEPT the Offer and tender their Common Shares to the Offer. A more detailed discussion of the reasons for accepting the Offer and a copy of the written fairness opinion provided by Primary Capital Inc. are contained in the Directors' Circular.

The Offer was made pursuant to the terms of the previously announced Support Agreement dated September 25, 2013 between the Offeror and Kimber, which includes a non-solicitation covenant, a right by the Offeror to match any unsolicited superior proposal and payment by Kimber to the Offeror of a termination fee of $500,000 in certain circumstances. All of the directors and officers of Kimber have entered into lock-up agreements with the Offeror pursuant to which they have agreed to tender all of their Common Shares to the Offer. Common Shares representing approximately 6.1% of the issued and outstanding Common Shares are subject to the lock-up agreements.

Full details of the Offer are set forth in the offer to purchase and take-over bid circular dated October 10, 2013 (the "**Offer and Circular**") and the letter of transmittal and the notice of guaranteed delivery accompanying the Offer and Circular (collectively, the "**Offer Documents**"), which have been mailed to the Kimber Shareholders. The Offer Documents and the Directors' Circular are also available under Kimber's SEDAR profile at www.sedar.com and on EDGAR at www.sec.gov. Shareholders are advised to read the Offer Documents and the Directors' Circular carefully and in their entirety, as they contain important information regarding Kimber, the Offeror and the Offer.

The Offer will expire at 5:00 p.m. (Toronto time) on November 15, 2013 (the "**Expiry Time**"), unless otherwise extended or withdrawn, and is subject to a number of customary conditions, including (i) there being deposited under the Offer and not withdrawn at the Expiry Time such number of Common Shares that represent at least 66 ⅔% of the Common Shares then outstanding, excluding the 20,000,000 Common Shares which were issued to the Offeror pursuant to the previously-announced private placement, and (ii) the receipt of all necessary regulatory approvals.

The Offeror has retained Laurel Hill Advisory Group as information agent in connection with the Offer and Computershare Investor Services Inc. is the depositary for the Offer. Any questions or requests for assistance or further information on how to tender Common Shares to the Offer may be directed to, and copies of the above referenced documents may be obtained by contacting the Laurel Hill Advisory Group toll free in North America at 1-877-452-7184 (or for banks and brokers and collect calls outside North America, at 1-416-304-0211), or by email at assistance@laurelhill.com. Shareholders whose Common Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should immediately contact such nominee for assistance in tendering their Common Shares to the Offer.

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 Officer**

Gordon Cummings, CA
President and Chief Executive Officer
Tel: 604.669.2251

Item 9. **Date of Report**

Dated at Vancouver, BC, this 10th day of October, 2013.